

Organisation, Management and Control Model of GNV S.p.A.

SPECIAL PART

CONTENTS

A) CRIMES AGAINST THE PUBLIC ADMINISTRATION AND ITS ASSETS	12
1. The relevant legislation.....	12
1.1 The notion of Public Official and of Person in Charge of a Public Service	13
1.2 The changes introduced by Law no. 9/2019.....	15
1.3 The novelties under the so-called PIF Directive and Legislative Decree 75/2020 .	17
2. The sensitive activities.....	18
1) PERSONNEL ADMINISTRATION (MANAGEMENT OF PAYROLL AND CONTRIBUTIONS, LEAVE, HOLIDAYS, SICK LEAVE)	22
2) AUDITS AND INSPECTIONS	25
3) RELATIONS WITH THE P.A. CONCERNING AUTHORISATIONS, LICENCES AND CONCESSIONS (ADMINISTRATIVE MEASURES RELEVANT TO THE COMPANY)	28
4) MANAGEMENT OF INSTITUTIONAL RELATIONS WITH PUBLIC BODIES.....	31
5) MANAGEMENT OF JUDICIAL AND OUT-OF-COURT DISPUTES, SETTLEMENT AGREEMENTS AND REPRESENTATION IN COURT	33
6) MANAGEMENT OF PUBLIC FUNDING	36
7) PARTICIPATION IN PUBLIC TENDERS	38
8) SELECTION AND RECRUITMENT OF PERSONNEL.....	42
9) PROCESS OF PURCHASING GOODS AND SERVICES	44
10) MANAGEMENT OF EXPENSE REPORTS AND ENTERTAINMENT EXPENSES	49
11) MANAGEMENT OF DONATIONS, SPONSORSHIPS AND GIFTS	51
12) MANAGEMENT OF TICKET OFFICES	53
B) CORPORATE OFFENCES AND MARKET ABUSE	55
1. The relevant legislation – corporate offences.....	55
Regulatory update – The reform of the Civil Code rules on false accounting.....	56
2. The sensitive activities.....	60
1) FORMATION, APPROVAL OF THE FINANCIAL STATEMENTS AND REPRESENTATION OF THE ECONOMIC, ASSET OR FINANCIAL SITUATION.....	61
2) ACTIVITY PROPER TO THE MEMBERS OF THE BOARD OF DIRECTORS.....	65
3) ADMINISTRATIVE-ACCOUNTING PROCESSES (RECEIVABLES AND PAYABLES CYCLE, TREASURY, INTRAGROUP RELATIONS, TAXES AND DUTIES)	67
4) PERSONNEL ADMINISTRATION (MANAGEMENT OF PAYROLL AND CONTRIBUTIONS, LEAVE, HOLIDAYS, SICK LEAVE)	69
5) MANAGEMENT OF RELATIONS WITH PUBLIC SUPERVISORY AUTHORITIES	71
6) DISSEMINATION OF COMPANY INFORMATION TO THE PUBLIC.....	73
3. The relevant legislation – Market Abuse offences.....	74
4. The sensitive activities.....	75

5. The relevant legislation – Law no. 190/2012 “the offence of private-to-private corruption” and Legislative Decree no. 38 of 15 March 2017 – amendments to art. 2635 c.c. and the introduction of the new offence of incitement to corruption	75
1) MARKET DEVELOPMENT, MANAGEMENT OF RELATIONS WITH CUSTOMERS AIMED AT ACQUIRING ORDERS.....	78
2) MANAGEMENT OF RELATIONS WITH BANKING INSTITUTIONS AND FINANCIAL INTERMEDIARIES	82
3) MANAGEMENT OF JUDICIAL AND OUT-OF-COURT DISPUTES	84
4) PROCESS OF PURCHASING GOODS AND SERVICES	87
5) DISSEMINATION OF COMPANY INFORMATION TO THE PUBLIC (RELATIONS WITH THE MEDIA).....	91
6) SELECTION AND RECRUITMENT OF PERSONNEL.....	92
7) MANAGEMENT OF EXPENSE REPORTS.....	92
8) MANAGEMENT OF DONATIONS, SPONSORSHIPS AND GIFTS	93
9) MANAGEMENT OF TICKET OFFICES	93
10) MANAGEMENT OF RELATIONS AND INSPECTION VISITS BY CERTIFICATION BODIES	93
C) ORGANISED-CRIME OFFENCES AND TRANSNATIONAL OFFENCES.....	94
1. The relevant legislation.....	94
1.1 Transnational offences	94
1.2 Organised-crime offences	95
2. The sensitive activities.....	97
D) COMPUTER CRIMES AND UNLAWFUL DATA PROCESSING	103
1. The relevant legislation.....	103
2. The sensitive activities.....	104
MANAGEMENT OF COMPUTER SYSTEMS AND NETWORKS.....	105
E) OFFENCES AGAINST INDUSTRY AND COMMERCE	110
1. The relevant legislation.....	110
2. The sensitive activities.....	111
1) MANAGEMENT OF RELATIONS WITH CUSTOMERS.....	111
2) HOSPITALITY AND FOOD & BEVERAGE MANAGEMENT.....	113
F) OFFENCES OF NEGLIGENT MANSLAUGHTER AND SERIOUS OR VERY SERIOUS NEGLIGENT INJURY COMMITTED IN BREACH OF THE ACCIDENT-PREVENTION RULES AND THE RULES ON THE PROTECTION OF OCCUPATIONAL HEALTH AND SAFETY	115
1. The relevant legislation.....	115
1.1 The accident-prevention rules and the rules on the protection of occupational health and safety.....	116
1.2 The Organisational Model with reference to the offences under art. 25-septies..	117
2. The sensitive activities.....	117

G) OFFENCES OF RECEIVING STOLEN GOODS, MONEY LAUNDERING AND USE OF MONEY, GOODS OR BENEFITS OF UNLAWFUL ORIGIN, AS WELL AS SELF-LAUNDERING	124
1. The relevant legislation.....	124
1.2 The relevant legislation: art. 25-octies, paragraph 1 “Self-laundering”	124
2. The sensitive activities.....	127
1) MANAGEMENT OF PAYMENTS, COLLECTIONS AND THE USE OF CASH.....	128
2) RECEIVABLES CYCLE AND DEBT COLLECTION.....	130
3) PAYABLES CYCLE – PURCHASE OF GOODS AND SERVICES	132
4) INTRAGROUP TRANSACTIONS	135
5) EXTRAORDINARY TRANSACTIONS OR TRANSACTIONS ON THE COMPANY’S CAPITAL.....	137
6) MANAGEMENT OF TAX OBLIGATIONS	137
H) OFFENCES CONCERNING THE VIOLATION OF COPYRIGHT	138
1. The relevant legislation.....	138
2. The sensitive activities.....	138
1) MANAGEMENT OF COMPUTER SYSTEMS AND NETWORKS	138
2) MANAGEMENT OF MARKETING ACTIVITIES	139
I) INDUCEMENT NOT TO MAKE STATEMENTS OR TO MAKE FALSE STATEMENTS TO THE JUDICIAL AUTHORITY	141
1. The relevant legislation.....	141
2. The sensitive activities.....	141
1) MANAGEMENT OF ANY INVESTIGATIONS AND/OR CRIMINAL PROCEEDINGS LINKED TO THE BUSINESS ACTIVITIES, INCLUDING THROUGH THIRD PARTIES	141
L) ENVIRONMENTAL OFFENCES	143
1. The relevant legislation.....	143
Regulatory update – Law 68/2015 and the new provisions on crimes against the environment	143
2. The sensitive activities.....	146
1) MANAGEMENT OF WATER DISCHARGES	146
2) MANAGEMENT OF THE OPERATIONAL DISCHARGES OF SHIPS	147
3) MANAGEMENT OF THE COMPANY FLEET	147
4) WASTE MANAGEMENT.....	147
5) MANAGEMENT OF ENVIRONMENTAL EMERGENCIES AND REMEDIATION ACTIVITIES	148
6) MANAGEMENT OF THE EMISSION POINTS INTO THE ATMOSPHERE.....	148
1) MANAGEMENT OF WATER DISCHARGES	152
2) MANAGEMENT OF THE OPERATIONAL DISCHARGES OF SHIPS	152
3) MANAGEMENT OF THE COMPANY FLEET	154

4) WASTE MANAGEMENT	155
5) MANAGEMENT OF ENVIRONMENTAL EMERGENCIES AND REMEDIATION ACTIVITIES	156
6) MANAGEMENT OF THE EMISSION POINTS INTO THE ATMOSPHERE	157
M) EMPLOYMENT OF THIRD-COUNTRY NATIONALS WHOSE STAY IS IRREGULAR	158
1. The relevant legislation	158
2. The sensitive activities	159
1) SELECTION AND RECRUITMENT OF PERSONNEL / CONCLUSION OF LABOUR-SUPPLY CONTRACTS	159
3) MANAGEMENT OF THE NAVIGATION ROUTES AND MIGRANT SURVEILLANCE	162
N) OFFENCES AGAINST THE INDIVIDUAL PERSONALITY	163
1. The relevant legislation	163
2. The sensitive activities	164
1) SELECTION, RECRUITMENT AND MANAGEMENT OF PERSONNEL; 2) CONCLUSION OF LABOUR-SUPPLY / SERVICE-CONTRACT ARRANGEMENTS	165
3) MANAGEMENT OF THE PREVENTION AND PROTECTION SYSTEM FOR OCCUPATIONAL HEALTH AND SAFETY	167
O) TAX OFFENCES AND THE PIF DIRECTIVE	167
1. The relevant legislation	168
1.2 PIF Directive	168
2. The sensitive activities	169
1) MANAGEMENT OF DIRECT TAXES; 2) MANAGEMENT OF INDIRECT TAXES	169
3) RECEIVABLES CYCLE	173
4) PAYABLES CYCLE	175
5) INTRAGROUP TRANSACTIONS	176
6) EXTRAORDINARY TRANSACTIONS OR TRANSACTIONS ON THE COMPANY'S CAPITAL	177
7) PERSONNEL ADMINISTRATION	177
8) MANAGEMENT OF EXPENSE REPORTS AND ENTERTAINMENT EXPENSES	178
P) CUSTOMS OFFENCES	178
1. The relevant legislation	178
2. The sensitive activities	180
1) OPERATIONAL MANAGEMENT OF CONTAINERS (ENTRY AND EXIT)	180
2) MANAGEMENT OF THE SHOPS ON THE GNV COMPANY FLEET (MARKETING OF DUTY-FREE GOODS)	182
Q) OFFENCES AGAINST PUBLIC FAITH	184
1. The relevant legislation	184

2. The sensitive activities.....	185
1) MANAGEMENT OF TICKET OFFICES	185
2) MANAGEMENT OF THE SHOPS ON THE COMPANY FLEET.....	186
3) ACTIVITY OF DEVELOPING, REGISTERING AND RENEWING TRADEMARKS AND PATENTS.....	187
4) MANAGEMENT OF MARKETING ACTIVITIES.....	188
R) OFFENCES COMMITTED FOR THE PURPOSE OF TERRORISM OR OF SUBVERSION OF THE DEMOCRATIC ORDER.....	190
1. The relevant legislation.....	190
2. The sensitive activities.....	191
S) OFFENCES AGAINST CULTURAL HERITAGE.....	192
1. The relevant legislation.....	192
2. The sensitive activities.....	192
Annexes.....	193

INTRODUCTION

The Special Part of this Model is intended to govern, in concrete and uniform terms, the conduct of the Recipients of the Model of Grandi Navi Veloci S.p.A. (hereinafter also “GNV” or the “Company”), through the construction of a structured set of rules of conduct and control elements (e.g.: Code of Ethics; procedures; protocols) aimed at preventing the commission of the predicate offences referred to in Legislative Decree no. 231/2001.

To this end, each section of this Special Part refers to the individual “families” of offences provided for by Legislative Decree no. 231/2001, and is composed of the following parts:

- ✓ definition of the “family” of offence and description of the cases that compose it;
- ✓ identification of the relevant sensitive processes;
- ✓ identification of the Key Officers of the relevant sensitive processes, responsible for the application and effective implementation of the provisions contained in the specific section/chapter;
- ✓ controls: general principles and specific procedures.

The objective of the Special Part is therefore to:

- allow immediate knowledge of the offences belonging to the individual “family” of offence under examination;
- understand the concrete ways in which the offence-risk may materialise within the Company;
- define specific rules of conduct;
- require the adoption of specific preventive control elements.

1) The “families” of offence considered

As already noted, Article 6, paragraph 2, letter a), of Legislative Decree no. 231/2001 provides that the Model must identify the activities within which the predicate offences may be committed.

Consistently with this provision, GNV has identified the so-called “at-risk” activities and the individual corporate areas within which the offences could be committed through the mapping activity referred to in the General Part of this Model (that analysis is contained in the “**Risk Matrix – Document mapping the at-risk areas**” – annex no. 3).

In particular, the preliminary examination of GNV’s corporate activity made it possible, first of all, to identify the criminal cases potentially capable of materialising within the corporate context.

In summary, as already stated in the general part of this Model, the families of offence provided for by the Decree are the following:

- Offences against the assets of the Public Administration (*art. 24*);
- Computer crimes and unlawful data processing (*art. 24 bis*);
- Organised crime offences (*art. 24 ter*);
- Offences against the Public Administration (*art. 25*);
- Offences against public faith (*art. 25 bis*);
- Offences against industry and commerce (*art. 25 bis.1*);
- Corporate offences (*art. 25 ter*);
- Offences committed for the purpose of terrorism (*art. 25 quater*);
- Practices of female genital mutilation (*art. 25 quater 1*);
- Offences against the individual personality (*art. 25 quinquies*);

- Market abuse offences (*art. 25 sexies*) and private-to-private corruption (art. 2635 of the Italian Civil Code);
- Transnational offences (*Law 146/2006*);
- Negligent injury and negligent manslaughter offences committed in breach of the rules on occupational health and safety (*art. 25 septies*);
- Offences of receiving stolen goods, money laundering and use of money, goods or benefits of unlawful origin, as well as self-laundering (*art. 25 octies*);
- Offences concerning non-cash payment instruments (art. 25 octies.1);
- Copyright offences (*art. 25 novies*);
- Inducement not to make statements or to make false statements to the Judicial Authority (*art. 25 decies*);
- Environmental offences (*art. 25 undecies*);
- Offences of employing third-country nationals whose stay is irregular (*art. 25 duodecies*);
- Racism and Xenophobia (art. 25-terdecies);
- Fraud in sporting competitions (art. 25-quaterdecies);
- Tax offences (art. 25-quinquiesdecies) and the PIF Directive;
- Smuggling offences (art. 25-sexiesdecies);
- Offences against cultural heritage (Art. 25 septiesdecies);
- Laundering of cultural property and devastation and looting of cultural and landscape heritage (Art. 25 duodevicies).

2) Families of offence abstractly relevant within the Company's context

A preliminary analysis was carried out, considering all the categories of offence currently referred to by Legislative Decree no. 231/2001 (hereinafter the “Decree”), in order to assess whether, in theory, the categories referred to could even merely abstractly be configurable with respect to the specific features of the activities carried out by the Company, the characteristics of the organisational system adopted and the legal configuration of the Company itself.

Following that preliminary analysis, certain categories of offence were considered abstractly conceivable, for which, however, a residual risk assessment was expressed from the standpoint of their concrete materialisation within the company.

For this reason, with respect to those categories of offence, the subsequent detailed analysis aimed at determining the corporate area within which the offence-risks could arise and the related levels of control was not carried out.

However, it must be noted that, in relation to the following categories of offence, specific principles of conduct have been included in the Code of Ethics adopted by the Company:

Art. 25 quater.1 – Practices of female genital mutilation

On the basis of case-law guidance, the relevant contexts in which there may be an interest and/or advantage for the entity in the commission of the offences relating to this family of offence are represented by clinics and healthcare facilities. Precisely this consideration, given the nature of the activity carried out by GNV, leads to the exclusion of the possibility, even merely potential, that such offences could find application in the context under examination.

Art. 25-terdecies – Racism and xenophobia

Within this family of offence, the cases referred to apply where organisations, associations, movements or groups have, among their aims, the incitement to discrimination or violence on racial, ethnic, national or religious grounds, as well as propaganda or instigation and incitement, committed in such a way as to give rise to a concrete danger of dissemination, founded in whole or in part on the denial of the Shoah or of the crimes of genocide, crimes

against humanity and war crimes. On the basis of a preliminary assessment, also based on the particular nature of the company's business, the risk of the materialisation of such cases was considered reasonably residual.

Art. 25 quaterdecies – Fraud in sporting competitions, unlawful exercise of gaming or betting and games of chance carried out by means of prohibited devices

The offence of sporting fraud (art. 1 of Law 401/1989) punishes “anyone who offers or promises money or other benefit or advantage to any of the participants in a sporting competition organised by the recognised federations, in order to achieve a result other than that resulting from the correct and fair conduct of the competition, or performs other fraudulent acts aimed at the same purpose”, as well as “the participant in the competition who accepts the money or other benefit or advantage, or accepts the promise thereof”. Therefore, in light of the commercial activity carried out by GNV, no sensitive activity attributable to this category of offences has been identified.

Art. 25 duodevicies – Laundering of cultural property and devastation and looting of cultural and landscape heritage

The potential risk of the applicability to GNV's operating context of the offences of laundering and devastation and looting of cultural and landscape heritage was considered **remote**, in view of the negligible impact of the Company's business activities on landscape areas and of the necessary materialisation of the interest or advantage.

A) CRIMES AGAINST THE PUBLIC ADMINISTRATION AND ITS ASSETS

1. The relevant legislation

The offences in this section may be divided into two macro-categories:

a) OFFENCES AGAINST THE ASSETS OF THE P.A. (referred to in art. 24 of Legislative Decree 231/2001):

- Embezzlement to the detriment of the State, another public body or the European Communities (art. 316 *bis* of the Italian Criminal Code [c.p.])
- Undue receipt of disbursements to the detriment of the State, another public body or the European Communities (art. 316 *ter* c.p.)
- Disturbance of the freedom of auctions (art. 353 c.p.)
- Disturbance of the freedom of the contractor-selection procedure (art. 353-bis c.p.)
- Fraud to the detriment of the State, another public body or the European Union (art. 640, paragraph 2, no. 1 c.p.)
- Aggravated fraud for obtaining public disbursements (art. 640 *bis* c.p.)
- Computer fraud (art. 640 *ter* c.p.)
- Fraud in public supplies (art. 356 c.p.)
- Fraud against the European Agricultural Guarantee Fund and the European Agricultural Fund for Rural Development (art. 2 of Law no. 898/1986).

b) OFFENCES AGAINST THE P.A. (referred to in art. 25 of Legislative Decree 231/2001):

- Extortion by a public official (concussione) (art. 317 c.p.)
- Corruption for the exercise of the function (art. 318 c.p.)
- Corruption for an act contrary to official duties (art. 319 c.p.)

- Corruption in judicial acts (art. 319 *ter* c.p.)
- Undue inducement to give or promise benefits (art. 319 *quater* c.p.)
- Incitement to corruption (art. 322 c.p.)
- Misappropriation (peculato), extortion by a public official, undue inducement to give or promise benefits, corruption and incitement to corruption, abuse of office by members of the international Courts or of the bodies of the European Communities or of international parliamentary assemblies or international organisations and by officials of the European Communities and of foreign States (art. 322-bis c.p.)
- Trafficking in unlawful influence (art. 346-bis c.p.)
- Abuse of office (art. 323 c.p.)
- Misappropriation (peculato), excluding misappropriation for use (art. 314, paragraph 1, c.p.); misappropriation through profiting from another's error (art. 316 c.p.)

1.1 The notion of Public Official and of Person in Charge of a Public Service

For the purposes of criminal law, any legal person that has the care of public interests and that carries out legislative, judicial or administrative activity by virtue of rules of public law and authoritative acts is commonly regarded as an “entity of the Public Administration”.

Although the Criminal Code does not contain a definition of Public Administration, on the basis of what is established in the Ministerial Report to the code itself, the Public Administration includes, in relation to the offences provided for therein, “all the activities of the State and of the other public bodies”.

It should be noted that not all natural persons who act within the sphere of, and in relation to, the aforementioned bodies are persons in respect of whom (or by whom) the criminal cases referred to by Legislative Decree 231/2001 are perfected.

In particular, the figures that are relevant for this purpose are only those of “public officials” and of “persons in charge of a public service”.

Public Official

Pursuant to art. 357 c.p., a public official “for the purposes of criminal law” is the person who *“exercises a public legislative, judicial or administrative function. For the same purposes, the administrative function governed by rules of public law and by authoritative acts and characterised by the formation and the manifestation of the will of the public administration or by its being carried out by means of authoritative or certifying powers is public”*.

Person in Charge of a Public Service

Pursuant to art. 358 c.p., *“persons in charge of a public service are those who, on any basis, provide a public service. By public service is meant an activity governed in the same forms as the public function, but characterised by the lack of the powers typical of the latter, and excluding the performance of simple ordering tasks and the provision of merely material labour”*.

On the definition of both figures, case-law has clarified the following.

In order to determine whether the activity carried out by a person may be qualified as public, within the meaning and for the purposes of arts. 357 and 358 c.p., the only relevant factor is the nature of the functions exercised, which must fall within those of the P.A. Conversely, the legal form of the body and its incorporation under the rules of public law are not relevant, nor is the carrying out of its activity under a monopoly regime, much less the agent’s subordinate employment relationship with the employing organisation. Among the persons who carry out public functions, the qualification of public official is then reserved for those who form or contribute to forming the will of the P.A. or who carry out such activity by means of authoritative or certifying powers, while that of person in charge of a public service is assigned by law on a residual basis to those who do not carry out public functions but who likewise do not handle ordering tasks or provide merely material labour.

In order to determine whether the activity carried out by a person may be qualified as public, within the meaning and for the purposes of arts. 357 and 358 c.p., it is necessary to verify whether it is, or is not, governed by rules of public law, whatever the subjective connotation of its author, distinguishing then — within the activity defined as public on the basis of the said objective parameter — the public function from the public service by the presence (in the former) or the absence (in the latter) of the powers typical of administrative authority, as indicated in paragraph 2 of the aforementioned art. 357.

1.2 The changes introduced by Law no. 9/2019

Published in the Official Gazette no. 13 of 16 January 2019 was the anti-corruption Law entitled “*Measures for combating offences against the public administration, as well as on the matter of the limitation period of the offence and on the matter of transparency of political parties and movements*”.

The measure, aimed at combating the phenomenon of corruption, is structured into a series of measures designed to toughen the principal and accessory penalties for corruption offences, make preliminary investigations more effective and limit convicted persons' access to prison benefits. In particular, the following novelties are noted:

- Accessory penalties are increased in the event of conviction for offences against the P.A.
- Penalties are increased for the offences of corruption for the exercise of the function under art. 318 c.p. (the statutory range moves from 1–6 years to 3–8 years) and of misappropriation under art. 646 c.p. (from imprisonment of up to 3 years and a fine of up to EUR 1,032 to imprisonment from 2 to 5 years and a fine from EUR 1,000 to EUR 3,000).
- Trading on alleged influence (millantato credito) (art. 346 c.p.) is repealed as an autonomous offence, and the related conduct is now incorporated within the offence of trafficking in unlawful influence (art. 346-bis).

- A ground for non-punishability is provided for those who cooperate with justice, provided there is a spontaneous confession by the person concerned before becoming aware of the investigations against them and in any event within 4 months of the commission of the offence.
- The offences of private-to-private corruption (art. 2635 of the Italian Civil Code) and incitement to private-to-private corruption (art. 2635-bis) become prosecutable ex officio.
- The duration of the disqualifying sanctions against companies and entities liable under Legislative Decree 231/2001 for offences against the P.A. is increased.
- The offence of “trafficking in unlawful influence” under art. 346-bis c.p. is also introduced into the catalogue of 231 offences.

Trafficking in unlawful influence (art. 346-bis c.p.)

The offence of trafficking in unlawful influence had been introduced into our criminal system by Law no. 190 of 2012 and is provided for by art. 346-bis c.p. With this provision, the criminal legislator filled a legislative gap arising from the impossibility of sanctioning the role of the intermediary in building the corrupt agreement. Article 346-bis c.p. punishes, in fact, the sale of influence by the intermediary without it being indispensable and necessary that the influence actually be exercised. In particular, the influence claimed had to be real, that is, actual and, at least potentially, concretely exercisable by the trafficker themselves.

The new criminal case of trafficking in unlawful influence introduced by Law no. 3 of 2019 is characterised by the following essential features:

- it is a subsidiary figure with respect to the offences of corruption for the exercise of the function (art. 318 c.p.), proper corruption (art. 319 c.p.) and corruption in judicial acts (art. 319 ter c.p.) and it punishes conduct preliminary to the consummation of those offences;

- the typical conduct is carried out by exploiting or boasting of existing or asserted relations with the public official, thus removing the original distinction with the offence of “trading on alleged influence” under art. 346 c.p., today absorbed into trafficking in unlawful influence, which punished the person who boasted of a credit that was in fact non-existent vis-à-vis a public official;
- the act is consummated with the giving or the promise of money or other benefit for the intermediary or for third parties, as the price of the unlawful mediation or as the price of corruption, that is, as consideration to remunerate the Public Official or the person in charge of a public service, in relation to the exercise of their functions or powers;
- in the structure of the case, what is essential is the directing of the agreement and, therefore, of the promise or the giving, towards the performance of the act by the public official.

1.3 The novelties under the so-called PIF Directive and Legislative Decree 75/2020

Published in the Official Gazette no. 177 of 15 July 2020 was Legislative Decree no. 75/2020, implementing directive no. 2017/1371 (PIF directive) on combating fraud affecting the financial interests of the European Union. In force from 30 July 2020. Directive (EU) 2017/1371 of the European Parliament and of the Council of 5 July 2017 (the so-called PIF directive) lays down rules on the “fight against fraud affecting the financial interests of the Union through criminal law”. The rationale of the aforementioned European act, following the previous interventions of harmonisation of the Union’s policy on the protection of its financial interests, is contained in Recital 3) of the directive, where it is stated that: «In order to ensure the implementation of the Union’s policy in this area, it is essential to continue the approximation of the criminal law of the Member States by complementing, for the most serious types of fraud-related conduct in this field, the protection of the Union’s financial interests under administrative and civil law, while avoiding inconsistencies both within and between those branches of law».

With Article 5 of Legislative Decree 75 of 2020, the following amendments were made on the matter of the Administrative Liability of Entities (Legislative Decree 231/01), and with particular regard to the family of Offences against the P.A. and its assets the following novelties are noted:

- the range of Offences against the Public Administration was broadened, including the offences of **misappropriation (peculato)** provided for and punished by articles 314, first paragraph, and 316 of the criminal code, as well as that of **abuse of office**;
- the provided extension of the administrative liability of entities was confined solely to cases in which the criminal conduct gives rise to damage to the financial interests of the European Union;
- it became necessary to intervene in the area of the offences contemplated by article 24 of Legislative Decree no. 231 of 2001 (Offences against the assets of the P.A.) in order to include, among the predicate offences of the administrative liability of entities, the offence of **fraud in public supplies** and **the offence of fraud in agriculture** provided for by article 2 of law no. 898 of 1986.

With specific regard to the company GNV, it is observed that the aforementioned cases represent so-called “own” offences (reati propri), whose author holds the qualification of Public Official or Person in charge of a public service. However, it is not possible to exclude the abstract applicability of such offences by way of complicity of persons under art. 110 c.p. Therefore, the cases have been taken into consideration for the purposes of the Mapping and of this Special Part with respect to the company’s sensitive processes that entail direct contacts with the Public Administration.

2. The sensitive activities

For the purposes of mapping the sensitive activities, the following were identified: **A) Direct or sensitive activities in the strict sense:** activities that can be considered directly at risk of offence under Legislative Decree no. 231/2001 because they entail direct contact with the P.A.;

B) Instrumental activities: activities that, although they do not entail direct contact with a Public Official/Person in charge of a public service, may nevertheless be considered at risk insofar as, within their scope, the money or “other benefit” may be found as the precondition for corruption.

With reference, for example, to the offences against the P.A., the conduct of the aforementioned offences consists in:

- “**giving or promising**”,
- “**money or other benefit**”;

therefore, the following will be considered “at risk of offence”:

A) both activities that entail **direct contact with the P.A.** (e.g.: management of relations with the P.A. on the occasion of visits/inspections)

Control safeguards:

1) provision, within the Code of Ethics, of specific principles and rules of conduct aimed at averting the risk of offence; 2) listing of all contacts with the P.A.

B) both activities that, although they do not entail direct contact, may nevertheless take on instrumental relevance where they support the materialisation of the offence, being capable of constituting the means for the creation of the supply of money or of the other benefit to be paid to public officials or persons in charge of a public service for corrupt purposes. The following processes may be considered at risk:

- ✓ *recruitment*
- ✓ *purchasing cycle*
- ✓ *incentive system*
- ✓ *expense reimbursements*

Control safeguards:

- 1) Code of Ethics
- 2) Protocols/Operating instructions
- 3) Procedures
- 4) Monitoring
- 5) Identification of responsibilities
- 6) Documentation and archiving
- 7) Separation of roles
- 8) Reporting and disclosure
- 9) Reaction to violations – disciplinary system

The activities under A) “**direct or sensitive in the strict sense**”, reported in full in the Matrix of sensitive activities document, have been summarised into the following macro-areas:

Macro-activity A)	Description	P.A.
1) Personnel administration	Management of payroll and contributions, leave, holidays, sick leave	INPS, INAIL, etc.
2) Audits and inspections	Management of relations with Public Bodies (Harbour Master’s Office, INPS, INAIL, Revenue Guard Corps [GdF], customs Authorities, Revenue Agency, local health authority [ASL], etc.) on the occasion of audits and inspections	Harbour Master’s Office, INPS, INAIL, ARPA, GdF, Port Authorities, customs Authorities, Revenue Agency, ASL, etc.
3) Relations with the P.A. concerning authorisations, licences, concessions, and administrative	Management of relations with public bodies for the request and maintenance of certifications, authorisations, concessions and licences for carrying out the company’s activity	Liguria Region, Municipality of Genoa, Maritime Authorities (i.e. Harbour Master’s Office, border police, etc.)

Macro-activity A)	Description	P.A.
measures relevant to the Company		
4) Institutional relations with public bodies	Management of relations with persons belonging to the P.A. on the occasion of institutional meetings	Liguria Region, Municipality of Genoa, port Authorities/Agencies, European officials, etc.
5) Management of judicial and out-of-court disputes, settlement agreements and representation in court	Management of judicial disputes, including with the support of external lawyers	Judicial authorities and auxiliary officers (i.e. Labour Court, etc.)
6) Management of public funding	Management of the methods of requesting and the operational management of public funding	Liguria Region, Municipality of Genoa, central State Administrations, European Union
7) Participation in public tenders	Participation in tenders called by Public Administrations or companies owned by the P.A. (for example, for the award of maritime passenger and vehicle transport services, to provide assistance and health surveillance of migrants rescued at sea in the context of the health emergency, etc.)	Liguria Region, Municipality of Genoa, central State Administrations, European Union

As regards the **so-called instrumental activities**, these are represented in the table below:

Macro-activity B)	Description
8) Selection and recruitment of personnel	Management of the personnel selection and assessment process
9) Process of purchasing goods and services	Management of the purchase of goods (direct and indirect, general and raw materials) and services (maintenance, legal, technical, administrative, tax and safety consultancy, e.g. lawyers, engineers, etc.)
10) Management of expense reports and entertainment expenses	Management of the system for reimbursing the personnel's expense reports of the Company
11) Management of donations, sponsorships and gifts	Management of the process of identifying and granting donations, sponsorships and gifts
12) Management of ticket offices	Management of the process of issuing and marketing travel tickets

Direct or sensitive activities in the strict sense

1) PERSONNEL ADMINISTRATION (MANAGEMENT OF PAYROLL AND CONTRIBUTIONS, LEAVE, HOLIDAYS, SICK LEAVE)

Inherent risks and ways of materialisation

Within this macro-activity, the offence of fraud to the detriment of the State (art. 640, paragraph 2, no. 1, c.p.) could be committed through the failure to pay the social charges due to the competent bodies, by means of the falsification of data concerning personnel (e.g.: failure to pay social-security contributions). However, it must be noted that the aforementioned offence-risk is mapped on a purely prudential basis, since in case-law practice the judicial authority, applying the principle of speciality under art. 15 c.p., charges the offence of tax fraud, for which reference is made to the "Tax offences" section of this Special Part.

Persons involved

- CEO
- CHR
- CCO
- Payroll Manager

Controls: general principles and specific protocols

Code of Ethics: within paragraph no. 3 entitled “*Rules of conduct towards the Public Administration*”, specific principles and operating precepts are present aimed at averting the risk of offence (see in particular principles: no. 3.1 “*Relations with the P.A.*”; no. 3.2 “*Respect for the impartiality and proper functioning of the P.A.*”; no. 3.3 “*Relations with public institutions and supervisory authorities*”; no. 3.4 “*Relations with the judicial authority*”; no. 3.5 “*Offer of money, gifts or other benefits*”; no. 3.6 “*Influence on the decisions of the P.A.*”).

Delegations/Powers of attorney: all aspects connected with the representation of the company and the exercise of the powers concerning the administrative management of personnel are defined solely by the persons authorised by virtue of a formal conferral of powers. In particular, the CEO is granted, within the management delegations, the power to administer all personnel with express authorisation to do everything required by the provisions and regulations on trade-union, insurance and social-security matters, as well as to ensure compliance with the consequent obligations. By means of a specific power of attorney, HR is granted the power to handle the management of company personnel, excluding maritime personnel, the latter being assigned to the CCO by notarial power of attorney.

Roles and responsibilities: the management of shore administrative personnel rests with the HR function, while the management of maritime personnel is supervised by the Chief Crew Officer. Payroll is managed internally by the Payroll Manager function, both for head-office and maritime personnel, drawing where appropriate on the support of specialised external consultants.

Process management: the computerisation and regulation of personnel access to the company have been implemented by means of specific company software. For part of the maritime personnel, a paper time-sheet on board is provided for recording attendance. Payslip data are processed by the management software. Once the payslip is printed, the processing officer sends it to Administration (Payroll Office) for the bank transfer. The Company also draws up the form 770 intended for the Revenue Agency.

Traceability: the entire process of managing the administrative obligations of personnel, both head-office and maritime, is tracked by means of the Zucchetti management system (Omnia), access to which is allowed only to authorised persons by means of a specific ID and password.

Archiving: the archiving in electronic and paper format of all documentation relating to the process in question is ensured by the Payroll Office.

Monitoring: a manual monitoring is currently carried out aimed at ensuring that all aspects relating to the administrative management of personnel do not depart from the applicable legislation (i.e. the national collective bargaining agreement [CCNL]).

Protocols: the company operates observing the following principles:

- ✓ existence of an employee register, with restricted access to identified persons;
- ✓ existence of appropriate supporting documentation for insertions / variations / deletions to be made to the employee register;
- ✓ formal authorisation of personnel requests for holidays / overtime / leave;
- ✓ formal processing and approval of travel requests and of any disbursement of cash advances;
- ✓ definition of user profiles within the company IT system dedicated to personnel administration;

- ✓ verification of the correctness of the remuneration to be paid and formal authorisation of payslips;
- ✓ monitoring of developments in the relevant regulatory framework concerning the management of personnel's social-security and contribution treatment, with the support of the labour consultant;
- ✓ definition of a method of archiving the documentation produced during the management of personnel's social-security and contribution treatment. In particular, the methods for keeping track of communications and any other data sent to persons belonging to the Public Administration must be indicated, in order to ensure the prompt availability of documents in the event of a request.

2) AUDITS AND INSPECTIONS

Inherent risks and ways of materialisation

The activity of managing audits/inspections on occupational safety and environmental matters carried out by the competent Authorities and of handling the related obligations, as well as the activity of managing relations with tax authorities and social-security bodies on the occasion of assessments/audits/inspections (consider, for example, relations with the Harbour Master's Office, INPS, INAIL, ASL, ARPA, Labour Inspectorate, Revenue Guard Corps, Fire Brigade, customs Authorities, port Authorities, Revenue Agency, etc.), could be sensitive with respect to the commission of corruption offences, which, purely by way of example, could be carried out so that: findings are omitted during the inspection; the inspection is concluded quickly; facts different from the real ones are represented to the Public Administration.

Persons involved

- *CEO*
- *CFO*
- *CQHSSE*

- CPOO
- SSM
- PFSO
- AMM

Controls: general principles and specific protocols

Code of Ethics: within paragraph 3 of the Code of Ethics, entitled “*Rules of conduct towards the Public Administration*”, specific principles and operating precepts are provided aimed at establishing the prohibition of corrupt practices in relations with the P.A. (see in particular principles: no. 3.1 “*Relations with the P.A.*”; no. 3.2 “*Respect for the impartiality and proper functioning of the P.A.*”; no. 3.3 “*Relations with public institutions and supervisory authorities*”; no. 3.4 “*Relations with the judicial authority*”; no. 3.5 “*Offer of money, gifts or other benefits*”; no. 3.6 “*Influence on the decisions of the P.A.*”).

Delegations/Powers of attorney: only persons holding a specific power of attorney/delegation are authorised to define relations with persons of the P.A.

Roles and Responsibilities: the Safety & Security Manager/D.P.A. has the power to represent the Company in the event of audits/inspections concerning the on-board safety system. The Administrative Manager supports the CFO in the operational management of relations with the Public Administrations on tax, insurance and social-security matters, where appropriate interfacing with the relevant authorities subject to the conferral of a specific delegation. The QHSSE Department, also in relation to the delegations on occupational safety, in coordination with the other managers where necessary, receives the inspectors in the event of audits or visits. In particular, the Port Operations Manager supervises the inspections at the terminals by the Customs Authority with regard to the management of containers and temporary storage. Within the framework of the supranational and national regulatory requirements on port security (ISPS Code), the port authority may carry out ad hoc audits with respect to the Port Facility Security Plan implemented by GNV. These audits

are managed by the Port Facility Security Officers identified and appointed at the terminals where the Company operates under concession.

Procedures: the Company has formalised, within the Safety Management Manual, specific procedures in the event of audits/inspections/occasional visits by external persons, public and private, aimed at complying with the regulatory obligations provided for and at ensuring the correct maintenance of the fleet (see in particular par. 9 «Visits and inspections» and 16 «Audits and reviews of the Policy»).

Traceability and archiving: the inspection reports are duly archived, both as regards the process formalised in the Safety Management Manual and as regards the other types of visits, by the responsible functions according to the subject matter of the audit.

Protocol: the company operates observing the following control principles. The Manager in charge of managing the inspection, including through their collaborators, has the task of:

- ✓ noting the time of arrival of the inspectors, the start of the audit and its end;
- ✓ requesting a copy of the authorisation and of any further procedural provisions concerning the inspection;
- ✓ providing all the assistance necessary and requested by the inspectors in order to facilitate the audit activity, taking care to promptly involve in the activity, where required by the circumstances of the audit, any further representative of other company functions;
- ✓ drawing up the list of documents/goods subject to inspection or seized, as well as of any photocopied documents;
- ✓ assisting the Inspector in drafting any inspection report, inserting any observations, signing and requesting a copy of it;

- ✓ drawing up a report, for internal use, of the activities carried out (e.g. “Report of the inspection activity – for internal use”) where, at the same time as the audit, no copy of the inspection report is released. At the end of the inspection activity, the Manager must also deliver a copy of the above documents (report or minutes) to the CEO. Subsequently, the latter must assess the appropriateness of transmitting the inspection report to the Board of Directors.

Finally, an Action Plan must be prepared identifying: the actions to be implemented; the persons responsible for implementing those actions; and the timeframes for carrying them out.

3) RELATIONS WITH THE P.A. CONCERNING AUTHORISATIONS, LICENCES AND CONCESSIONS (ADMINISTRATIVE MEASURES RELEVANT TO THE COMPANY)

Inherent risks and ways of materialisation

This is the ordinary activity concerning the request, issue and maintenance of certifications, authorisations, licences, concessions and other administrative measures – for example by the Port Authority – for carrying out the company’s activities. The potential risk concerns the commission of corruption offences, by means of the giving or the mere promise of money or other benefit, aimed at obtaining authorisations or concessions to the advantage of the Company, or even merely at speeding up the process for issuing the administrative measures in question.

Persons involved

- CEO
- SS
- LEG
- AMM

Controls: general principles and specific protocols

Code of Ethics: within paragraph 3 of the Code of Ethics, entitled “*Rules of conduct towards the Public Administration*”, specific principles and operating precepts are provided aimed at

establishing the prohibition of corrupt practices in relations with the P.A. (see in particular principles: no. 3.1 “*Relations with the P.A.*”; no. 3.2 “*Respect for the impartiality and proper functioning of the P.A.*”; no. 3.3 “*Relations with public institutions and supervisory authorities*”; no. 3.4 “*Relations with the judicial authority*”; no. 3.5 “*Offer of money, gifts or other benefits*”; no. 3.6 “*Influence on the decisions of the P.A.*”).

Delegations/Powers of attorney: only persons holding a specific power of attorney/delegation are authorised to define relations with persons of the P.A. In particular, the CEO is granted the power to represent the Company before the Public Administrations and to carry out all the consequent obligations. The Legal, Claims & Insurance Manager is granted, by means of a specific notarial power of attorney, the power to request licences, permits, authorisations and administrative concessions of every kind.

Roles and Responsibilities – SMS: the Company has provided, within the Safety Management Manual, control steps and responsible persons (DPA) for obtaining the authorisations, licences and concessions relating to the fleet. The Legal function is responsible for managing the legal aspects connected with the request for all administrative measures, also drawing, where appropriate, on the support of specialised administrative consultants.

Archiving: the persons who archive the documentation have been defined, so as to ensure the traceability of the authorisation process; the filing in file format of the acts relating to the administrative procedure aimed at obtaining the certifications is also provided. Archiving is also carried out with regard to the obtaining, monitoring and archiving of the authorisations concerning the management of occupational health and safety and environmental protection.

Protocols: the company operates observing the following control principles:

- ✓ every activity carried out vis-à-vis Public Administrations must be authorised in advance according to the system of delegations and powers of attorney;

- ✓ all requests to the P.A. must be signed by the Legal Representative or by another person endowed with the necessary powers of representation (notarial power of attorney);
- ✓ all documentation must be tracked according to the company procedures in force and in compliance with the service orders issued from time to time by the company management or their appointees, in such a way that, in the event of any requests or audits, it is always possible to reconstruct the process followed, the person who signed the acts or authorised the activities carried out, the underlying reasons and the management's decisions;
- ✓ the person in charge of maintaining relations with the offices of the Public Administrations competent for issuing the administrative measures must promptly inform their superior of any anomalous conduct that may occur in relations with the staff of the offices of the P.A. concerned (e.g.: particular requests not pertinent to the process of the administrative procedure, obstructive conduct, etc.);
- ✓ the person in charge of maintaining relations with the offices of the Public Administrations competent for issuing the administrative measures must prepare and keep updated the list of the names of the natural persons who intervene in the administrative procedure, indicating their role, the office to which they belong and the powers assigned to them with reference to the requested measure.

Where the company makes use – for the management of ordinary operational obligations or for extraordinary activities that require the intermediation of public bodies, including, by way of example, activities concerning concessions or other applications before the port authority for the conduct of business – of external intermediaries or consultants, the following control principles are observed:

- ✓ all relations, both institutional and commercial, that the Company maintains with Public Administrations are based on a condition of absolute equality between the parties;

- ✓ the persons who, in the name and on behalf of the company, maintain relations with public persons must be employees of the company or operate for it on the basis of a written contract or mandate;
- ✓ for no reason may the company make use of the intermediation or mediation of persons external to it, in relation to the performance of an act that appears, even merely potentially, contrary to official duties or aimed at the omission or delay of an official act.

Transparency and traceability: in order to ensure the complete transparency and knowability of the activity carried out by the consultants, the preparation, where possible, of periodic written reports addressed to the company management and to the function responsible for the engagement is provided. Such reports must account for the contacts made by the consultant, the objectives achieved and the persons in whose interest the activity was carried out.

Identification of counterparties: before conferring engagements that entail contacts with the P.A. on intermediaries, mediators or external consultants, information is acquired on their ethical-reputational reliability.

Conflict of interest: before conferring engagements or mandates that entail contacts with the P.A. on intermediaries, mediators or external consultants, a self-declaration is acquired, where possible, attesting to the absence of relations with Public Administrations (including through relatives or in-laws of the first degree) that could potentially compromise impartiality in the management of the engagements.

Contracts: within relations with consultants/intermediaries, the contracts provide for a clause requiring compliance with the 231 Model and the Code of Ethics adopted by GNV.

4) MANAGEMENT OF INSTITUTIONAL RELATIONS WITH PUBLIC BODIES

Inherent risks and ways of materialisation

In the activity concerning institutional relations with public bodies (i.e. Region, Province, port Authorities/Agencies, etc.), the offence-risk in question could abstractly arise, with the aim of influencing the Public Officials/Persons in charge of a Public Service for the favourable definition for the Company of an administrative matter in progress.

Persons involved

- P-CdA (Chairman of the Board)

- CEO

Controls: general principles and specific protocols

Code of Ethics: within paragraph 3 of the Code of Ethics, entitled “*Rules of conduct towards the Public Administration*”, specific principles and operating precepts are provided aimed at establishing the prohibition of corrupt practices in relations with the P.A. (see in particular principles: no. 3.1 “*Relations with the P.A.*”; no. 3.2 “*Respect for the impartiality and proper functioning of the P.A.*”; no. 3.3 “*Relations with public institutions and supervisory authorities*”; no. 3.4 “*Relations with the judicial authority*”; no. 3.5 “*Offer of money, gifts or other benefits*”; no. 3.6 “*Influence on the decisions of the P.A.*”).

Delegations/Powers of attorney: only persons holding a specific power of attorney/delegation are authorised to define institutional relations with persons of the P.A. In particular, the Chairman of the Board is granted the power to represent, promote and protect the image of the Company vis-à-vis all public or private institutions. The CEO is granted the power to represent the company before any public or private body, submitting applications, acts, declarations and documents, collecting and paying sums, obtaining and issuing valid receipts and discharges; and to carry out all obligations before the public administrations.

Process management / Roles and responsibilities: institutional relations and communications vis-à-vis representatives of public bodies are managed by the Chairman of the Board and the CEO, also drawing, where appropriate, on the support of the Institutional Relations Manager of the Marinvest group.

Protocols: the company operates observing the following principles of conduct:

- ✓ existence of segregation between those who: maintain relations with the institutional interlocutor; and authorise any requests or decisions;
- ✓ advance definition of the contents relating to meetings with institutional and international interlocutors;
- ✓ formalisation, in appropriate documentation, of the main meetings held with institutional and international interlocutors (indication of the relevant P.A., type of contact maintained), so as to ensure their traceability and subsequent reconstruction.

5) MANAGEMENT OF JUDICIAL AND OUT-OF-COURT DISPUTES, SETTLEMENT AGREEMENTS AND REPRESENTATION IN COURT

Inherent risks and ways of materialisation

The activity consists in the management of disputes of various kinds (civil, criminal, administrative, employment) and in the connected relations with the Judicial Authority (magistrates, public officials, their technical consultants and their auxiliaries, the customs authority), including through external consultants/lawyers. The potential risk concerns the possibility of unduly influencing the Judicial Authority in order to obtain the favourable definition of the dispute.

Persons involved

- *CdA (Board of Directors)*
- *CEO*
- *LEG*
- *CCO*
- *FC*

Controls: general principles and specific protocols

Code of Ethics: within the Code of Ethics, in paragraph no. 3 dedicated to the “*Rules of conduct to be observed towards the public administration*”, principle no. 3.4 sets out the rules of conduct to be observed in relations with the judicial authority, with the express warning that the activity carried out for the management of disputes must be guided by the principles of legality, fairness, transparency and all the other ethical principles defined in the Code.

Delegations and powers of attorney: only persons holding a specific power of attorney/delegation are authorised to define relations with persons of the P.A. In particular, the CEO is granted the power to represent the company in court, both as claimant and as defendant, before any authority, appointing lawyers and general or special attorneys with all the necessary powers, including to have themselves substituted as well as to elect domiciles; to represent the company before the offices, the tax, land-registry and customs commissions at every level, to submit applications, complaints, appeals and counter-appeals, to sign settlements; to bring a civil action in criminal proceedings, to settle disputes and litigation up to a maximum limit of EUR 150,000.00 per individual dispute, and to intervene in bankruptcy and/or insolvency proceedings. Analogous powers are conferred on the Legal, Claims & Insurance Manager function by means of a specific notarial power of attorney.

Roles and Responsibilities / Process management: the Legal, Claims & Insurance office manages and supervises the matters, drawing on the support of a panel of external professionals specialised according to the subject matter. The main types of dispute that may involve the Company are the following:

- ✓ Insurance
- ✓ Carriage of goods/passengers
- ✓ Administrative
- ✓ Criminal (i.e. workplace accidents)
- ✓ Employment (both for shore and maritime personnel)

Procedures: GNV has formalised the following procedures:

- ✓ PR VISION ORG 37 «Management of complaints», identifying the roles and responsibilities and the operational methods of managing the complaints involving the company in the conduct of its activities;
- ✓ PR VISION ORG 05 «Management of debt collection», defining the methods of management and the responsibilities for debt collection vis-à-vis defaulting customers, from the time the default is ascertained until the start of judicial proceedings.

Archiving: all documentation relating to the management of judicial and out-of-court disputes and settlement agreements is archived at the Legal, Claims & Insurance Manager function.

Protocols: the company operates observing the following control principles:

- ✓ the choice of the external lawyers to whom to confer a power of attorney for the litigation must be made among qualified persons enrolled in the Register of external legal professionals, appropriately justified and authorised by persons endowed with adequate powers;
- ✓ relations with external lawyers/consultants must always be formalised in specific contracts. Moreover, a specific express termination clause regarding the review and acceptance of the Code of Ethics must always be inserted in the contract with any external consultants/third parties involved in the process;
- ✓ recourse to an amicable or settlement agreement must be adequately justified and submitted for authorisation by persons endowed with adequate powers;
- ✓ performance of checks on the correctness and accuracy of the documentation to be transmitted to the appointed lawyer;
- ✓ monitoring of the external lawyer's work by the Administration Office.

6) MANAGEMENT OF PUBLIC FUNDING

Inherent risks and ways of materialisation

The offences of embezzlement to the detriment of the State, undue receipt of public disbursements, fraud to the detriment of the State and aggravated fraud for obtaining public disbursements (provided for respectively by arts. 316 bis, 316 ter, 640, paragraph 2, no. 1, and 640 bis c.p.) could be committed by means of – purely by way of example – the failure to allocate, even only partially, the funding/subsidies/contributions disbursed by public bodies to the planned activities (i.e. public funding or contributions for training activities). The corruption offences could arise, by way of example and not exhaustively, where company personnel, through the promise of money, corrupt the public official to certify the existence of non-existent preconditions in order to unduly obtain the funding.

Persons involved

- CEO

- CFO

- AMM

- LEG

Controls: general principles and specific protocols

Code of Ethics: within paragraph 3 of the Code of Ethics, entitled “*Rules of conduct towards the Public Administration*”, specific principles and operating precepts are provided aimed at establishing the prohibition of corrupt practices in relations with the P.A. (see in particular principles: no. 3.1 “*Relations with the P.A.*”; no. 3.2 “*Respect for the impartiality and proper functioning of the P.A.*”; no. 3.3 “*Relations with public institutions and supervisory authorities*”; no. 3.4 “*Relations with the judicial authority*”; no. 3.5 “*Offer of money, gifts or other benefits*”; no. 3.6 “*Influence on the decisions of the P.A.*”).

Delegations and powers of attorney: only persons holding a specific power of attorney/delegation are authorised to define relations with persons of the P.A. within the activity in question. The CEO is granted the power to sign and submit building and technical

projects in general, to arrange the related testing; to sign and submit to the competent authorities applications, petitions, reports and memoranda relating to the issue and/or renewal of clearances, authorisations, concessions and permits; and to carry out all obligations before the public administrations (competitions and prize operations provided for by arts. 43, 44, 45 of Royal Decree-Law no. 1933 of 19 October 1938 on the public lottery, as subsequently amended and supplemented).

Role and responsibilities: the CFO, with the support of the Administration & Tax Manager, is in charge of managing external relations with public bodies as regards cash flow, of interacting with the various departments to assess the opportunities for accessing funding channels, and of obtaining information/documents on funding opportunities. The Legal, Claims & Insurance Manager handles the technical assistance for the Company's participation in the tenders in question.

Process management: the following control steps are provided in company practice:

- ✓ choice of the type of funding most suitable for the company's needs;
- ✓ verification of the requirements set out in the funding notice;
- ✓ technical, administrative and financial consultancy during the assessment;
- ✓ technical and economic reporting of the project work-progress states (SAL).

Archiving: all documentation relating to the management of public funding is archived at the Legal, Claims & Insurance Office.

Protocols: the company operates observing the following control principles:

- ✓ any conduct aimed at obtaining, from the State, the European Bodies or another public body, any type of contribution, funding, subsidised loan or other disbursement of the same type, by means of altered or falsified declarations and/or documents, or through omitted information or, more generally, through artifices or deceptions, including those

carried out by means of an IT and/or telematic system, aimed at misleading the disbursing body, is prohibited;

- ✓ it is prohibited to allocate to purposes other than those for which they were granted, contributions, subsidies or funding obtained from the State or from another public body or from the European Bodies, even of modest value and/or amount;
- ✓ relations between the Company and the Public Officials or Persons in charge of a Public Service responsible for disbursing the funding/contribution are maintained exclusively by competent persons holding a specific power of attorney.

7) PARTICIPATION IN PUBLIC TENDERS

Inherent risks and ways of materialisation

The activity of participating in tenders called by Public Administrations or companies owned by the P.A. (for example, for the award of maritime passenger and vehicle transport services, to provide assistance and health surveillance of migrants rescued at sea in the context of the health emergency, etc.) could be sensitive with respect to the commission of corruption offences, which, purely by way of example, could be carried out so that: findings are omitted during the verification of the requirements for participation in the tender; facts different from the real ones are represented to the Public Administration; and an unlawful award is reached. The conduct of fraud in public supplies could abstractly be committed during the performance of the activities proper to the awarded tender where, by way of example, deceptions or fraudulent modifications are carried out in the performance of the contract or in the fulfilment of contractual obligations.

Persons involved

- CEO
- CSMO
- CFO
- AMM

- LEG

Controls: general principles and specific protocols

Code of Ethics: within paragraph 3 of the Code of Ethics, entitled “*Rules of conduct towards the Public Administration*”, specific principles and operating precepts are provided aimed at establishing the prohibition of corrupt practices in relations with the P.A. (see in particular principles: no. 3.1 “*Relations with the P.A.*”; no. 3.2 “*Respect for the impartiality and proper functioning of the P.A.*”; no. 3.3 “*Relations with public institutions and supervisory authorities*”; no. 3.4 “*Relations with the judicial authority*”; no. 3.5 “*Offer of money, gifts or other benefits*”; no. 3.6 “*Influence on the decisions of the P.A.*”).

Delegations and powers of attorney: only persons holding a specific power of attorney/delegation are authorised to define relations with persons of the P.A. The CEO is granted the power to sign and submit building and technical projects in general, to arrange the related testing; and to sign and submit to the competent authorities applications, petitions, reports and memoranda relating to the issue and/or renewal of clearances, authorisations, concessions and permits, and to carry out all obligations before the public administrations (competitions and prize operations provided for by arts. 43, 44, 45 of Royal Decree-Law no. 1933 of 19 October 1938 on the public lottery, as subsequently amended and supplemented).

Roles and responsibilities: the roles and responsibilities of the functions involved in the tender-participation process are well defined. Segregation of functions is ensured. Only senior company figures are permitted to engage in dialogue with P.A. representatives on strategic matters. External consultants and professionals are prohibited from maintaining relations with the P.A. in the performance of the engagements assigned by the Company.

Process management: the following control steps are provided in company practice:

- ✓ Analysis of the public IT platforms to identify the tenders of interest to the company, by the Development & Corporate Projects Office;
- ✓ Proposal of the selected tender to the commercial area and to management;

- ✓ Specialist support from the Legal, Claims & Insurance Office for the analysis of the legal profiles present in the tender and of interest to GNV;
- ✓ Specialist support from the Finance & Administration Office for the analysis of the accounting and financial profiles present in the tender and of interest to GNV;
- ✓ Assessments of the satisfaction of the technical provisions required by the tender (i.e. chartering of GNV fleet vessels);
- ✓ Preparation and management by the Business Development & Corporate Projects/Freight Sales Office of the obligations necessary for participating in and being awarded the tenders, with the collaboration of the Legal, Claims & Insurance Office;
- ✓ Preparation of the documentation necessary for participating in the tender, to be submitted to the Head of Legal, Claims & Insurance for the related signatures as attorney of the company;
- ✓ Transmission of the prepared documentation to the contracting authority;
- ✓ Activation of the competent company areas (operations office, technical office, etc.) and of the relevant administrations for the appropriate certifications (i.e. Harbour Master's Office);
- ✓ Management of any technical and administrative requests from the contracting authorities by the areas concerned, through documentary exchanges (certified email) or dialogue with the contacts of the public body;
- ✓ In the event of a positive outcome, scheduling of dedicated meetings with the functions involved to launch the executive phase.

Archiving: the Business Development & Corporate Projects Office and the Freight Sales Office, for their respective areas of competence, handle the archiving, in digital or paper form, of all documentation produced on the occasion of participation in tenders or requests for concessions.

Conflict of interest: where the Company makes use of intermediaries, mediators or external consultants, a self-declaration is acquired attesting to the absence of relations with Public Administrations or with other competitors that could potentially compromise impartiality in the management of the engagements.

Periodic reporting: periodic reporting is provided by external consultants and professionals, summarising the activities carried out in the performance of the engagements assigned by the Company.

Management of concessions: the Company submits applications for concessions to the territorially competent port Authorities within the relevant public-evidence procedures. The applications are signed by the Head of Legal, Claims & Insurance. The Legal, Claims & Insurance Office handles the preparation of the necessary documentation, in concert with the commercial/operational area and the financial area.

Protocols: the Company operates observing the following control principles:

- ✓ management of the access credentials to the relevant public IT platforms, ensuring the identification of the company functions responsible for accessing the relevant public IT platforms and the assignment of unique access passwords;
- ✓ Analysis of the technical and economic tender requirements contained in the notice;
- ✓ Preparation and approval of the documentation and forms necessary for participating in the tender;
- ✓ Submission of the application for participation to the relevant public body, accompanied by all the documentation required by the body;
- ✓ Finalisation of the contract with the body;
- ✓ Control and monitoring activity on the activity carried out.

Instrumental activities

8) SELECTION AND RECRUITMENT OF PERSONNEL

The process of selection, recruitment and level promotions of personnel may be instrumental with respect to the various cases concerning the offence of corruption (arts. 318 et seq. c.p.): recruitment could be “*the other benefit*” to be granted or, simply, promised to the Public Official/Person in charge of a Public Service, in order to receive an advantage for the Company. In this process, the direct risk of materialisation of the offence under art. 25 *duodecies* of Legislative Decree 231/01, entitled “*Employment of third-country nationals whose stay is irregular*”, could also abstractly materialise; for its analysis, reference is made to the relevant paragraph N) of this Special Part.

Persons involved

- *P-CdA (Chairman of the Board)*

- *CEO*

- *HR*

- *CCO*

- *LEG*

- *HR BP*

- *Requesting function*

Controls: general principles and specific protocols

Code of Ethics: within paragraph no. 2 relating to the “*Rules of conduct towards personnel*”, express principles and operating precepts are identified aimed at resolving the performance of conduct that materialises the offence-risk (principles: no. 2.1 “*Human resources*”; no. 2.2 “*Selection of personnel*”; no. 2.3 “*Assessment of personnel*”).

Delegations/Powers of attorney: only persons holding a specific power of attorney/delegation are authorised to recruit and manage company personnel. Specifically,

the CEO is granted, for employment relationships up to and including the fifth level, and subject to the favourable opinion of the Chairman of the Board for higher levels, as well as, in any event, with joint signature with that of the Chairman of the Board for executives, the power to recruit employed personnel, to suspend or dismiss them, or to transfer them, and to set their conditions, qualifications, grade and duties. HR has been granted, by means of a specific notarial power of attorney, for employment relationships up to and including the fifth level, and subject to the favourable opinion of the CEO for higher levels, the power to recruit employed personnel, to suspend or dismiss them, or to transfer them, and to set their conditions, qualifications, grade and duties. On the basis of a specific notarial power of attorney, the Chief Crew Officer is granted the power to manage maritime personnel and to enlist and discharge the crew.

Procedure: the Company has implemented the following procedures. *Selection and recruitment process for head-office personnel:*

- ✓ Operating Procedure PR VISION ORG 41 «Selection and recruitment of GNV personnel», which identifies the roles and responsibilities and the operational methods of the process up to the outcome of the selection.
- ✓ Forms attached to the procedure: Personnel request form; interview assessment sheet; reply letter to candidates.

Selection and recruitment process for maritime personnel:

- ✓ Safety Management Manual, within which (cf. par. 5 «Personnel management») the methods of enlistment and training of maritime crew personnel are governed. The same Manual therefore formalises a process of continuous selection and assessment of on-board personnel so that it is in line with the regulatory obligations provided for.

Contracts: relations with the external personnel-selection companies that GNV may use in the personnel-selection process are formalised in specific contracts previously shared with the legal function.

Archiving: the preservation and archiving of the selection documentation (reports, interview notes, etc.) of all candidates involved in the shore-personnel selection process is ensured by the HR Business Partner functions. The information sheets relating to each person are kept by the Maritime Personnel Management Manager in a specific archive (computerised or paper).

Traceability: the traceability of all phases of the recruiting process is ensured, with particular regard to the interview and candidate-selection phases (reports, interview notes, etc.).

9) PROCESS OF PURCHASING GOODS AND SERVICES

The process in question represents an activity potentially supporting/instrumental to the commission of offences against the P.A. (arts. 318 et seq. c.p.) through, for example, the entry and payment of invoices for wholly or partially non-existent transactions. Therefore, the aforementioned process is here taken into consideration as the activity of managing the purchase of goods (equipment, spare parts for plants/machinery, services for carrying out maintenance interventions on them, etc.) and of services such as legal, technical, administrative, tax and safety consultancy (e.g. lawyers, engineers, etc.).

Persons involved

- *CdA (Board of Directors)*
- *P-CdA (Chairman of the Board)*
- *CEO*
- *CFO*
- *CHR*
- *CMOO*
- *HOD*
- *RET*

- *AMM*
- *FP*
- *Technical Purchasing Manager*

Controls: general principles and specific protocols

Code of Ethics: specific ethical principles and operating precepts are provided aimed at stigmatising any conduct potentially constituting the offences in question (see, in particular, principles nos. 4.1–4.3 under chapter 4 of the Code of Ethics, which identify the rules of conduct to be observed in relations with suppliers and customers, but, above all, the principles under chapter 6 entitled “*Rules of conduct in company activities*”; in particular reference is made to paragraphs no. 6.1 “*Operations and transactions*”, no. 6.2 “*Purchases of goods and services and engagement of external consultancy*” and no. 6.8 “*Activities aimed at receiving stolen goods, money laundering, the use of money, goods or benefits of unlawful origin and self-laundering*”).

Delegations/Powers of attorney: the purchasing power is reserved for persons authorised by a specific delegation/power of attorney. Various authorisation levels are provided, including by means of joint signatures, on the basis of the amounts. In particular, these powers are granted to the Chairman of the Board, the CEO, the CFO and the CHR.

Roles and Responsibilities: the process of purchasing goods or services involves various company functions according to the type of purchase in question. The following responsible company functions can be identified:

- ✓ *Facility & Purchasing Manager:* this function manages the procurement concerning general services (building management, stationery, courier, etc.) and hotel services (with the exception of the food and beverage part), handling and coordinating the management of the purchase request, the identification of potential suppliers, negotiation and qualification up to the formalisation of the relationship with the supplier

and the subsequent management of logistics. It also provides support and coordination for the specific purchasing needs of the QHS and HR, IT and Sales Departments.

- ✓ *Hotel Operations Director*: this function manages the procurement concerning food and beverage for the ships, drawing on the technical and operational support of the group company MSC F&B Division, on the basis of a specific service contract.
- ✓ *Head of Retail*: this function manages the procurement of the products on sale at the on-board shops, handling and coordinating the management of the purchase request, the identification of potential suppliers, negotiation and qualification up to the formalisation of the relationship with the supplier and the subsequent management of logistics.
- ✓ *Technical / Bunker Purchasing Manager*: this function manages the procurement concerning the management, operation and maintenance of the naval fleet, handling and coordinating the management of the purchase request, the identification of potential suppliers, negotiation and qualification up to the formalisation of the relationship with the supplier and the subsequent management of logistics.

Budget management and traceability: the Company, for the management of the payables cycle and accounting, uses the specific X3 management system, access to which is allowed by means of an ID and password.

Contracts: the relationship with suppliers is always formalised in specific standardised contracts, previously shared with the Legal Office. All contracts with suppliers provide for termination clauses regarding the review and acceptance of the Code of Ethics and the Model adopted by the Company.

Supplier qualification: specific supplier-selection criteria are defined, which entail the identification of KPIs both for the commercial and financial assessment of the supplier and for its professional reliability (i.e. Third-Party Due Diligence). Specific qualification sheets are formalised in which information is requested from the supplier, along with a series of

documents (updated company register extract, DURC [contribution-compliance certificate], privacy checklist where necessary in collaboration with the DPO). The analysis of suppliers is then subject to periodic review. The supplier-selection phase provides for the request of several quotes (e.g. according to the amount of the expenditure/type of purchase). The final choice and the related reasons are formalised, and the documentation attesting to the screening and assessment phase of the offers received is adequately preserved by the responsible company function.

Procedure: GNV has implemented and formalised the following procedures:

- ✓ PR VISION ORG 34 «Process of purchasing, qualifying and selecting suppliers», which defines the responsibilities and operational methods for the correct management of company purchases and suppliers in order to manage procurement orders and to carry out the qualification and assessment of suppliers;
- ✓ PR VISION ORG 36 «Procurement of fuels and lubricating oils».

Within the Safety Management system, the Company has also formalised procedures for the procurement of material on board the ships.

Protocols: the company operates observing the following control principles:

- ✓ provision in the contracts, where possible, of the supplier's obligation to communicate without delay any situations, including subsequent ones, in which it is subject to proceedings for the application of anti-mafia legislation, or for offences affecting professional reliability (offences against the P.A., associative offences, offences of usury, extortion, receiving stolen goods, money laundering and other criminal figures relevant in the context of organised crime), or for the application of precautionary measures or a conviction, even if not final, for offences referred to in Legislative Decree no. 231/2001, as well as any other supervening circumstance that may affect the maintenance of the requirements. Finally, it must be formalised that the declaration of

false or incomplete data, by the main supplier or by the person it makes use of, entails the express termination of the contract.

- ✓ Definition of proportionate, detailed, non-discriminatory criteria for assessing the offers, adequate with respect to the relevant legislation.
- ✓ performance of the activities of control and assessment of the supply by a person other than the one who manages the offer and negotiation phase with the supplier and the one who makes the payment for the supply/performance;
- ✓ definition of technical and economic criteria for the validation of the goods and services supplied (acceptance checks);
- ✓ formal attestation of the receipt of the service, preliminary to the issue of the payment authorisation;
- ✓ the request of several quotes (e.g. according to the amount of the expenditure/type of purchase);
- ✓ the final choice and the related reasons are formalised, and the documentation attesting to the screening and assessment phase of the offers received is adequately preserved.

In the engagement of consultancy, the company must also ensure the following control principles:

- ✓ formal definition of the scope and characteristics of the engagement and of the technical-professional specifications of the performance;
- ✓ formal definition of the methods and criteria for searching for and selecting the consultant/professional (e.g. criteria of competence, reliability, experience, availability, etc.);

- ✓ performance of checks on the consultant's possession of the minimum requirements and on the absence of conflicts of interest with the Company's employees;
- ✓ in the phase of preparing the contract/letter of engagement, identification of a person responsible for the performance of the contract, the "contract manager", with the task of: monitoring and ascertaining the correct performance of the contract; ascertaining and ensuring that the counterparty always operates in compliance with the criteria of utmost diligence, honesty, transparency and integrity and in compliance with the 231 Model and the Code of Ethics of the Company; highlighting any possible critical issues encountered in the performance of the relationship in the activities carried out by the Supplier/Consultant and immediately alerting the competent function.

10) MANAGEMENT OF EXPENSE REPORTS AND ENTERTAINMENT EXPENSES

The management of expense reports could represent a process instrumental to the materialisation of corruption offences, by means of the recognition of wholly or partially fictitious expense reimbursements, in order to create the financial resources with which to perpetrate offences against the P.A.

Persons involved

- *CEO*
- *CFO*
- *CHR*
- *CCO*
- *AMM*
- *Requesting function*

Controls: general principles and specific protocols

Code of Ethics: specific principles and rules of conduct/operating precepts are provided regarding the correct management and traceability of transactions (principle no. 6.1 "Operations and transactions").

Delegations and powers of attorney: all aspects connected with the representation of the company and the exercise of the powers concerning the administrative management of personnel are defined solely by the persons authorised by virtue of a formal conferral of powers. In particular, the CEO is granted, within the management delegations, the power to administer all personnel with express authorisation to do everything required by the provisions and regulations on trade-union, insurance and social-security matters, as well as to ensure compliance with the consequent obligations. By means of a specific power of attorney, HR is granted the power to handle the management of company personnel, excluding maritime personnel, the latter falling within the competence of the CCO on the basis of a specific notarial power of attorney.

Roles and responsibilities / Process management: the management of head-office administrative personnel rests with the HR function, while the management of maritime personnel is supervised by the Chief Crew Officer. The business trip must always be authorised in advance by the respective department head using the appropriate internal forms. The relevant Manager (HR/CCO) has the power to authorise business trips and the related expense reimbursements for the Company's employees and collaborators. The authorised reporting of the business-trip/mission expense, together with the attached supporting documents, must be delivered to the competent human-resources manager for the verification of the regularity and correspondence of the reporting, in order to proceed with the crediting on the payslip.

Procedure: within the Quality System, the following operating procedure has been implemented:

- ✓ PR VISION ORG 22 «Business-trip policy», which governs company missions/business trips, entertainment expenses, the use of company credit cards, identifying roles and responsibilities, operational methods, rules of conduct of the recipients, and methods of reimbursement and reporting.

Traceability: the process of authorising the business trip and the subsequent reporting for expense reimbursement is tracked on the Lotus Notes management software.

Credit-card management: the Company has assigned company credit cards only to managerial personnel, on whose management it carries out reconciliation checks between the invoices received and the statements.

Protocols: the company operates observing the following control principles:

- ✓ processing and approval of the business-trip request and of any disbursement of cash advances;
- ✓ reimbursement of any entertainment expenses incurred, subject to formal authorisation of the supporting documents thereof;
- ✓ definition of the types of reimbursable expenses, of the amount limits relating to the various types of expenses (such as, for example, travel and accommodation expenses, etc.) and of the related reporting methods;
- ✓ formalisation of the expenses incurred during the business trip through the completion of appropriate forms (expense report);
- ✓ performance of checks on the consistency of the supporting documents of the expenses incurred with respect to what is indicated in the expense report and in general with respect to the work activities carried out;
- ✓ formal authorisation by the persons endowed with the appropriate powers, in cases of any overrun of the approved expenditure ceiling.

11) MANAGEMENT OF DONATIONS, SPONSORSHIPS AND GIFTS

Taking into account the case-law on the creation of “supplies” and the concept of “other benefit” to be attributed to the person one intends to corrupt, these activities are characterised by their instrumental nature to the materialisation of corrupt conduct, insofar

as the disbursement of sponsorships or gifts may constitute the so-called “other benefit” in favour of public figures or persons connected to them, who, breaching their duties of loyalty, unduly engage in conduct in the interest or to the advantage of GNV.

Persons involved

- CdA (Board of Directors)

- CEO

- CFO

- CSMO

Controls: general principles and specific protocols

Code of Ethics: specific principles and rules of conduct/operating precepts are provided regarding the correct management and traceability of transactions (principle no. 3.5 “*Offer of money, gifts or other benefits*”; principle no. 4.3 “*Gifts, offers and presents*”).

Delegations and powers of attorney: only persons holding a specific power of attorney may authorise the disbursement of contributions for sponsorships or donations.

Contracts: the sponsorship relationship is always formalised in a specific contract between the parties, in which a specific clause requiring compliance with the company Code of Ethics is inserted.

Protocols: the company, where it carries out sponsorships, donations or gifts, operates observing the following control principles. *Management of sponsorships and donations:*

- ✓ preparation of appropriate forms for the disbursement of donations / sponsorships;

- ✓ performance of documented and adequate reputational checks on the beneficiary Body and verification of the lawfulness of the contribution under the applicable laws;

- ✓ formal approval of requests for the disbursement of donations / sponsorships;

- ✓ formal processing of the sponsorship Contracts, by means of the use of contractual formats previously shared with lawyers and adequately formalised.

Management of gifts:

- ✓ Identification of the company persons entitled to give gifts to P.A. figures;
- ✓ Existence of a catalogue of the different types of goods/services that may be granted as a gift;
- ✓ Recording of gifts in favour of P.A. figures;
- ✓ formal approval of requests for the disbursement of gifts by the responsible company figures;
- ✓ prohibition on giving any form of gift to public officials, Italian and foreign, or to their family members, such as to influence discretion or independence of judgement or to induce them to secure any advantage for the company;
- ✓ compliance with the obligation of reasonableness and good faith in relation to any gift, economic advantage or other benefit offered or received by the Company's personnel.

12) MANAGEMENT OF TICKET OFFICES

The ticketing activity could constitute the other benefit to be granted to a public official or a person in charge of a public service in order to obtain undue advantages for the Company.

Persons involved

- CEO
- CFO
- CPOO
- AMM
- TES

Controls: general principles and specific protocols

Code of Ethics: specific principles and rules of conduct/operating precepts are provided regarding the correct management and traceability of transactions (principle no. 6.1 “Operations and transactions”).

Roles and Responsibilities: the Chief Port Operations Officer function is in charge of coordinating the ticket offices (for the sale of tickets; check-in; issue of bills of lading) and the connected issues concerning the GNV personnel employed and the management of the cash collections deriving from the sale of tickets. The Treasury Office manages the accounting operations concerning the collections from the sale of tickets, their recording, monitoring and interface with the port ticket offices.

Operational management: the company markets tickets by means of ticket offices managed by the company itself, as well as by means of ticket offices managed by third-party companies by virtue of a specific service-contract arrangement. Any reductions (agreements, events and shows, ongoing promotions) may be applied as provided for and transmitted by the Commercial department. Free and/or discounted tickets for employees and their family members may be issued only by the Contact Center, as per operating procedure PR VISION PAX 32 “Free and/or discounted GNV tickets (employees, travel agents, etc.)”.

Process management: all ticket offices are equipped with specific electronic devices aimed at checking the authenticity of banknotes and the inscriptions on coins. For the HUBs where they operate through agents, the latter are responsible for the relevant checks as provided on a contractual basis. Moreover, the daily takings are placed in specific safes until delivery to external cash-in-transit companies that handle the transport to the banking institution. There, a further check is carried out at the counting room; if false banknotes/coins are found, the destruction procedure is implemented.

Procedures: the Company has formalised the following procedures for managing the cash desks at the ticket offices:

- ✓ PR VISION ORG 23, Operational methods of port ticket offices;
- ✓ PR VISION ORG 32, Free and/or discounted tickets;
- ✓ PR VISION ORG 50, Cash management at national port ticket offices;

Traceability: the operation of the ticket offices is tracked by means of a specific IT system, RES, for recording reservations, which interfaces with dedicated modules of the X3 accounting management system.

Administrative-accounting controls: within the AFC Department, the Treasury Office carries out the activities of reconciling the accounts between what is issued and tracked on the management software and what is actually collected through the various collection channels.

Protocols: the company operates observing the following control principles:

- ✓ compliance with the legislation in force on the use and circulation of coins, public-credit cards and stamp values, and therefore it severely sanctions any conduct aimed at the unlawful use as well as the circulation of credit cards, stamp values, coins and false banknotes;
- ✓ Any person attributable to the Company who receives banknotes, coins or credit cards in payment is required to verify their conformity and the requirements provided for by law and, if false, to inform their hierarchical superior or the Supervisory Body, so that it may make the appropriate reports.

B) CORPORATE OFFENCES AND MARKET ABUSE

1. The relevant legislation – corporate offences

Art. 25-ter of Legislative Decree no. 231/2001

- False corporate communications (art. 2621 c.c.)

- Acts of minor importance (art. 2621-bis c.c.)
- False corporate communications of listed companies (art. 2622 c.c.)
- Prevented control (art. 2625 c.c.)
- Undue return of contributions (art. 2626 c.c.)
- Unlawful distribution of profits and reserves (art. 2627 c.c.)
- Unlawful transactions on the company's or the parent company's shares or quotas (art. 2628 c.c.)
- Transactions to the prejudice of creditors (art. 2629 c.c.)
- Failure to disclose a conflict of interest (art. 2629 bis c.c.)
- Interests of directors (art. 2391 c.c.)
- Fictitious formation of capital (art. 2632 c.c.)
- Private-to-private corruption (art. 2635 c.c.)
- Incitement to private-to-private corruption (art. 2635-bis c.c.)
- Unlawful influence on the shareholders' meeting (art. 2636 c.c.)
- Market rigging (aggiotaggio) (art. 2637 c.c.)
- Obstruction of the exercise of the functions of the public supervisory authorities (art. 2638 c.c.)
- False or omitted declarations for the issue of the preliminary certificate (art. 54 of Legislative Decree no. 19/2023)

Regulatory update – The reform of the Civil Code rules on false accounting

Law no. 69 of 27 May 2015 significantly amended the cases of false corporate communications provided for by **arts. 2621 and 2622 c.c.**, with a clear reversal of the trend

with respect to the reform implemented in 2002. The previous legislation distinguished between the basic case of a regulatory-offence nature under art. 2621 “False corporate communications” (construed as an offence of danger) and that of a criminal nature under the subsequent art. 2622, which sanctioned the actual damage suffered by the company, the shareholders or the creditors as a result of the false accounting. In both cases of false accounting, punishability was excluded:

- where the falsities or omissions in the company’s accounting records had not significantly altered the economic, financial or asset situation of the company or of the group of which the company is part;
- where they had led to a variation in the result for the year not exceeding 5%, or a variation in the company’s assets not exceeding 1%.

Only in the case of false accounting under art. 2622 was punishability in any event excluded where the estimates subsequent to the declaration differed by less than 10% from the correct estimate. With respect to the previous regime, the legislative amendment distinguishes between false accounting of unlisted companies and false accounting of listed companies, sanctioning both cases as a crime, establishing, in the first case, the penalty of imprisonment from 1 to 5 years, and from 3 to 8 years in the case of listed companies. For unlisted companies, a mitigated form of the offence is provided, as well as a specific case of non-punishability for the minor importance of the offence. Article 12 of the aforementioned Law also coordinates the content of Legislative Decree 231/2001 by intervening on the amount of the pecuniary penalties.

The main new elements of article 2621 of the civil code are the following:

- ✓ false corporate communications, currently sanctioned as a regulatory offence, return to being a crime, punishable by the penalty of imprisonment (from one to five years);
- ✓ the case is configured as an offence of danger, prosecutable ex officio;

- ✓ the existence of pecuniary damage to the company, the shareholders or the company's creditors constitutes an aggravating circumstance, from which an increase in the penalty derives;
- ✓ the fraudulent presentation not only of facts but also of false information on the economic and asset situation of the company or of the group is punished (currently only the presentation of material facts and the omission of information are punished);
- ✓ the reforming intervention then took care to develop a formula respectful of the need to keep outside the scope of criminal relevance those substantially irrelevant discrepancies, as they are incapable of generating in the recipient of the communication a deception as to the economic, financial and asset situation of the company. In this sense, recourse was made to the formula "in a manner concretely capable of inducing deception".

The proposed measures configure the crime of false accounting as punishable by penalties that allow custodial precautionary measures and telephone interceptions, and qualify it as an offence of concrete danger. The central point of the new regime is the elimination of the grounds for non-punishability: previously, indeed, a person who falsified the accounts, not exceeding for each individual falsified transaction 10 per cent of the real value of the individual transaction or not exceeding substantial amounts relative to the value of the company's activity, was not punishable.

Article 2621-bis c.c. governs the case in which the false accounting under art. 2621 consists of facts "of minor importance", unless they constitute a more serious offence. This case, punished by imprisonment from six months to three years, is qualified by the judge taking into account the nature and size of the company and the methods or effects of the conduct. An analogous sanction applies – under the second paragraph of the new article 2621-bis – also where the falsities or omissions concern companies that do not exceed the limits indicated by the second paragraph of article 1 of the bankruptcy law (Royal Decree 267/1942). These are therefore companies:

- with total assets of an annual aggregate amount not exceeding EUR three hundred thousand;
- that have realised, in the last three financial years, gross revenues for an annual aggregate amount not exceeding EUR two hundred thousand;
- that have an amount of debts, including those not yet due, not exceeding EUR five hundred thousand.

In the case provided for by the second paragraph, the crime is prosecutable upon complaint by the company, the shareholders, the creditors or the other recipients of the corporate communication. The reduced sanction provided for by the second paragraph for the specific types of smaller companies therefore constitutes an absolute presumption, introduced directly by the law, as to the existence of the act of minor importance and the applicability of the related sanction.

The main new elements of the new false accounting of listed companies under article 2622, first paragraph, of the civil code – which partially coincide with those under art. 2621 – are the following:

- the case is configured as an offence of danger rather than of damage; indeed, any reference to the pecuniary damage caused to the company disappears;
- the penalties are increased (imprisonment from three to eight years, rather than from one to four years);
- the thresholds for non-punishability disappear, as in the false accounting of unlisted companies;
- the reference to intent is also modified here (the aim of obtaining for oneself or others an unjust profit remains, but “the intention to deceive the shareholders or the public” disappears, while the reference to awareness of the falsities presented is explicitly introduced into the text);

- the reference to the omission of “information” is eliminated, replaced by that of the omission of “relevant material facts”;
- as in art. 2621, the further objective element of the “concrete” capacity of the action or omission to induce others into error is introduced.

2. The sensitive activities

For the purposes of the mapping, the activities considered “sensitive” were identified, for each of the offences indicated above, namely those specific activities to the performance of which the risk of committing corporate offences is connected. As already clarified in other sections, the Company’s punishability is, conversely, excluded where the active subject of the offence acted for their own and exclusive interest. Finally, as regards the identification of the company functions involved, account must be taken of the fact that some corporate offences fall within the so-called “own” offences, with respect to which commission is conceivable only by those who hold the subjective qualification indicated by the legislator (i.e. directors, statutory auditors, etc.). This does not, however, exclude that other company functions, where they provide a causal contribution to the materialisation of the unlawful event, may be involved, by way of complicity under art. 110 c.p., in the commission of the offence. The sensitive activities, grouped into macro-areas, identified with reference to the corporate offences referred to by art. 25 *ter* of Legislative Decree 231/2001, are listed in the following table:

Macro-activity	Description
1) Formation, approval of the financial statements and representation of the economic, asset or financial situation	Keeping of the accounts, preparation of the financial statements, of corporate communications in general, as well as related fulfilment of disclosure obligations required by law, sending of corporate communications to third parties (i.e. creditors, banks, etc.); approval of the financial statements and corporate communications

Macro-activity	Description
2) Activity proper to the members of the Board of Directors	Any extraordinary transactions, sale of a business branch, definition of the profits to be distributed, capital-reduction transactions; sending of documentation to the shareholders and to the other corporate bodies responsible for control
3) Administrative-accounting processes	Management of the receivables and payables cycle processes, treasury, intragroup relations, taxes and duties
4) Personnel administration	Management of payroll and contributions, leave, holidays, sick leave
5) Relations with public supervisory authorities	Management of relations with public supervisory authorities (i.e. Antitrust, AGCOM, Data Protection Authority, etc.) for the transmission of data, documents or in the event of audits/inspections
6) Dissemination of company information to the public	Management of the process of disseminating externally the company information considered potentially capable of significantly altering the price of financial instruments

1) FORMATION, APPROVAL OF THE FINANCIAL STATEMENTS AND REPRESENTATION OF THE ECONOMIC, ASSET OR FINANCIAL SITUATION

This macro-activity includes the phases of: insertion, variation or deletion of general-accounting data in the administrative-accounting management software; collection, aggregation and assessment of accounting data aimed at the preparation of annual financial statements, economic, financial and asset situations, etc.; definition of the valuation items of the financial statements.

The risk concerns the cases of: “false corporate communications” (art. 2621 c.c.) and “acts of minor importance” (art. 2621-bis c.c.). These offences could be carried out, by way of example, by means of the presentation of accounting data not corresponding to the truth, including through the variation of existing accounts, the insertion of items at values differing from the real ones (such as, for example, the overvaluation of receivables and/or the related

fund, etc.), and the concealment of company resources in liquid funds or hidden reserves. Being an “own” offence, liability rests with the persons provided for by the rule, and therefore with the directors; however, as already anticipated, the control role of the Accounting Services Manager, which gives rise to a concurrent liability, cannot be excluded.

Persons involved

- *CdA (Board of Directors)*

- *CEO*

- *CFO*

- *AMM*

Controls: general principles and specific protocols

Code of Ethics: specific principles and rules of conduct are present in the Code of Ethics adopted by the Company (see in general the principles included in paragraph no. 7 relating to corporate offences and, specifically, principles: no. 7.1 “*Management of the company’s accounting, asset and financial data and information*”; no. 7.2 “*Relations with the company’s control bodies*”; no. 7.3 “*Protection of the company’s assets*”; no. 7.4 “*Protection of the company’s creditors*”; no. 7.6 “*Influence on the shareholders’ meeting*”; no. 7.8 “*Relations with public supervisory authorities*”).

Delegations and powers of attorney: specific powers concerning the administrative-financial management of GNV are conferred on the CEO and the CFO. In particular, the CEO has the power to carry out the corporate obligations provided for by law, to maintain relations with any administrative authorities, courts or offices, relations with the company’s shareholders, consultants, and certification and auditing companies where appointed; to supervise the correct and regular performance of the accounting-recording activities and of what is necessary for the preparation by the Board of Directors of the budget and final financial statements, the annual financial statements and any consolidated financial statements; and to prepare and sign the tax returns and carry out all other civil and tax obligations connected with the management of the company. The CFO is conferred the

power to carry out the corporate obligations provided for by law on administrative-financial matters and to maintain relations with the consultants and the certification and auditing companies where appointed.

Process management / Roles and responsibilities: the CFO, with the direct support of the Administration & Tax Manager function, handles the organisation, implementation and review of all the accounting procedures leading to the preparation of the financial statements, to both active and passive invoicing, and the observance of the various regulations and provisions on civil-law financial-statements matters, tax law, company law, and direct and indirect taxes, and the related obligations. During the interview, it emerged that the administrative and financial structure of GNV is being reorganised, in particular by dividing it into two company functions respectively for the management of AFC and Tax activities.

Intragroup monitoring: the draft financial-statements project, before being transmitted to the Board of Directors, is subject to further controls by the Board of Statutory Auditors and the Tax Manager of the Marinvest Group. The Administrative Manager also periodically produces reporting to Marinvest (country-by-country report; management control and financial planning).

Traceability: the process of forming the annual financial statements, including the structure of the chart of accounts, is managed by means of integrated management software. In particular, the accounts are managed through the X3 administrative-accounting management software, access to which is allowed only to authorised persons and managed by means of a user-id and password. The planning activity and Management Control are managed through the Tagetik management software. The traceability of the documentation relating to the periodic controls (i.e. reports, etc.) is ensured.

Schedule/checklist: specific schedules/checklists are prepared aimed at supporting the administration office and the other company functions involved in obtaining and transmitting the information and documentation necessary for completing the closing activities of the accounting records.

Archiving: the Tax & Administration Office handles the archiving and preservation of the supporting documentation.

Documentation: the draft financial statements and their annexes are transmitted to the Board of Directors with adequate advance notice with respect to the meeting for the approval of the financial statements. Moreover, the archiving of the documentation produced on the occasion of the convocation and conduct of the meetings is ensured.

Corporate governance rules: the Company adopts a traditional “Corporate Governance” system structured into a Shareholders’ Meeting, a Board of Directors and the Board of Statutory Auditors, which fulfils the supervisory obligations under art. 2403 et seq. of the civil code, periodically carrying out the checks aimed at ascertaining the regularity of the administrative-accounting processes. The company is finally subject to the auditing activity by the appointed auditing company.

Meetings between the control bodies: one or more meetings are provided for between the CEO/CFO, the Board of Statutory Auditors, the auditing company and the Supervisory Body, concerning the draft financial statements.

Protocols: the Company operates observing the following control principles:

- ✓ all employees, collaborators and consultants in general must know and comply with all the principles and rules of corporate governance;
- ✓ to strictly observe all the legal rules protecting the integrity of the company’s assets, always acting in compliance with the internal company procedures;
- ✓ to ensure the regular functioning of the corporate bodies and the free and correct formation of the meeting’s will;
- ✓ it is prohibited to provide false or incomplete data, or in any case data not corresponding to reality, on the economic, asset and financial situation of the company;

and to omit data and/or information required by law on the economic, asset and financial situation of the company;

- ✓ it is prohibited to publish or disclose false information or to carry out simulated transactions or other conduct of a fraudulent or deceptive nature;

With specific regard to the activity of preparing the financial statements, the following principles must be observed:

- ✓ the listing of the data and information that each Department/Sector Manager must provide to the Administrative Department and the related transmission times and/or frequencies of the information;
- ✓ the transmission, within defined and adequate deadlines, to all the members of the Board of Directors and to the Statutory Auditor of the draft financial-statements project and the related annexes.

2) ACTIVITY PROPER TO THE MEMBERS OF THE BOARD OF DIRECTORS

The offences of “Prevented control”; “Undue return of contributions”; “Unlawful distribution of profits and reserves”; “Unlawful transactions on the company’s or the parent company’s shares or quotas”; “Transactions to the prejudice of creditors”; “Fictitious formation of capital”; “Unlawful influence on the shareholders’ meeting”; or “Obstruction of the exercise of the functions of the public supervisory authorities” could, by way of example, be committed by the Director who, outside the cases permitted by law, purchases or subscribes company quotas causing harm to the integrity of the capital or reserves; through the approval of transactions capable of prejudicing the rights of creditors or third parties; through the return, outside the cases of lawful capital reduction, of contributions to the shareholders, or where the latter are released from the obligation to make the contribution, etc.

Persons involved

- *CdA (Board of Directors)*
- *CEO*

- CFO
- LCC
- LEG

Controls: general principles and specific protocols

Code of Ethics: specific principles and rules of conduct are present in the Code of Ethics adopted by the Company (see in general the principles included in paragraph no. 7 relating to corporate offences and, specifically, principles: no. 7.1 “*Management of the company’s accounting, asset and financial data and information*”; no. 7.2 “*Relations with the company’s control bodies*”; no. 7.3 “*Protection of the company’s assets*”; no. 7.4 “*Protection of the company’s creditors*”; no. 7.6 “*Influence on the shareholders’ meeting*”; no. 7.8 “*Relations with public supervisory authorities*”).

Corporate Governance rules: in carrying out the activities within their competence, the Directors operate in compliance with the applicable legislative and regulatory provisions, as well as in accordance with what is established by the company’s Articles of Association.

Articles of Association: all the powers reserved to the Board of Directors and its members are formalised in the Company’s Articles of Association as well as in the resolution conferring powers within the Board.

Roles and Responsibilities: the CFO, with the direct support of the Administration & Tax Manager function, handles the organisation, implementation and review of all the accounting procedures leading to the preparation of the financial statements, to both active and passive invoicing, and the observance of the various regulations and provisions on civil-law financial-statements matters, tax law, company law, and direct and indirect taxes, and the related obligations. The Legal in Corporate & Commercial Law function manages the obligations concerning the company secretariat, as far as within its competence; and the care of the documentation to be sent to the shareholders regarding the items on the agenda. This function operates for GNV as an external collaborator.

Archiving: the archiving of the documentation produced on the occasion of the convocation and conduct of the Board activities is ensured (including the correct and effective minuting of the resolutions adopted).

Protocols: the company operates observing the following control principles:

- ✓ formal processing and approval of the agenda of the topics to be dealt with during the meeting of the Board of Directors / Shareholders' Meeting;
- ✓ performance of checks on the correctness, completeness and truthfulness of the documentation produced by the competent Functions in support of the resolutions;
- ✓ formal definition of the methods of convening and conducting the Shareholders' Meeting and the Board of Directors, in observance of the adopted legislative and statutory principles;
- ✓ formalisation of the resolutions of the Board of Directors and of the Shareholders' Meeting in appropriate minutes;
- ✓ timely transmission to the members of the Corporate Bodies of the documents relating to the topics on the agenda of the Shareholders' Meeting or the Board of Directors.

3) ADMINISTRATIVE-ACCOUNTING PROCESSES (RECEIVABLES AND PAYABLES CYCLE, TREASURY, INTRAGROUP RELATIONS, TAXES AND DUTIES)

This macro-activity includes the phases of insertion, variation or deletion of the data relevant for general-accounting purposes in the management software and/or in the supporting IT system. The risk of committing the offences in question is conceivable, taking into account that through the administrative-accounting processes one arrives at the formation of the accounting data destined to flow into the financial statements, reports and asset situations required by law; the truthfulness of the data could therefore be undermined at a phase prior to the formation of the financial statements.

Persons involved

- CdA (Board of Directors)

- CEO
- CFO
- AMM

Controls: general principles and specific protocols

Code of Ethics: specific principles and rules of conduct are present in the Code of Ethics adopted by the Company (see in general the principles included in paragraph no. 7 relating to corporate offences and, specifically, principles: no. 7.1 “*Management of the company’s accounting, asset and financial data and information*”; no. 7.2 “*Relations with the company’s control bodies*”; no. 7.3 “*Protection of the company’s assets*”; no. 7.4 “*Protection of the company’s creditors*”; no. 7.6 “*Influence on the shareholders’ meeting*”; no. 7.8 “*Relations with public supervisory authorities*”).

Traceability: the process of forming the annual financial statements, including the structure of the chart of accounts, is managed by means of integrated management software. In particular, the accounts are managed through the X3 administrative-accounting management software, access to which is allowed only to authorised persons and managed by means of a user-id and password. The planning activity and Management Control are managed through the Tagetik management software. The traceability of the documentation relating to the periodic controls (i.e. reports, etc.) is ensured.

Reference is made in full to what has already been stated for processes no. 1 “Formation, approval of the financial statements and representation of the asset or financial situation”, no. 4 “Personnel administration” of this section, no. 9 “Purchase of goods and services” and no. 10 “Management of expense reports” of Section A, identified as activities instrumental to the materialisation of offences against the P.A.; and for process no. 2 “Receivables cycle and debt collection” identified as an activity directly aimed at the materialisation of the offences of receiving stolen goods, money laundering, the use of money, goods or benefits of unlawful origin and self-laundering, also as regards the administrative-accounting procedures referred to therein.

4) PERSONNEL ADMINISTRATION (MANAGEMENT OF PAYROLL AND CONTRIBUTIONS, LEAVE, HOLIDAYS, SICK LEAVE)

The risk of “false corporate communications” (arts. 2621-2622 c.c.) is conceivable insofar as, through the administrative-accounting processes, one arrives at the formation of the accounting data; therefore the truthfulness of the data may be undermined at a phase prior to the formation of the financial statements. By way of example, the offence of false corporate communications could be committed through the false representation in the financial statements of the amount of the costs concerning personnel management.

Persons involved

- CEO

- CHR

- CCO

- Payroll Manager

Controls: general principles and specific protocols

Code of Ethics: specific principles and rules of conduct are present in the Code of Ethics adopted by the Company (see in general the principles included in paragraph no. 7 relating to corporate offences and, specifically, principles: no. 7.1 “*Management of the company’s accounting, asset and financial data and information*”; no. 7.2 “*Relations with the company’s control bodies*”; no. 7.3 “*Protection of the company’s assets*”; no. 7.4 “*Protection of the company’s creditors*”; no. 7.6 “*Influence on the shareholders’ meeting*”; no. 7.8 “*Relations with public supervisory authorities*”).

Delegations/Powers of attorney: all aspects connected with the representation of the company and the exercise of the powers concerning the administrative management of personnel are defined solely by the persons authorised by virtue of a formal conferral of powers. In particular, the CEO is granted, within the management delegations, the power to administer all personnel with express authorisation to do everything required by the provisions and regulations on trade-union, insurance and social-security matters, as well as

to ensure compliance with the consequent obligations. By means of a specific power of attorney, HR is granted the power to handle the management of company personnel, excluding maritime personnel, the latter being assigned to the CCO by notarial power of attorney.

Roles and responsibilities: the management of shore administrative personnel rests with the HR function, while the management of maritime personnel is supervised by the Chief Crew Officer. Payroll is managed internally by the Payroll Manager function, both for head-office and maritime personnel, drawing where appropriate on the support of specialised external consultants.

Process management: the computerisation and regulation of personnel access to the company have been implemented by means of specific company software. For part of the maritime personnel, a paper time-sheet on board is provided for recording attendance. Payslip data are processed by the management software. Once the payslip is printed, the processing officer sends it to Administration (Payroll Office) for the bank transfer. The Company also draws up the form 770 intended for the Revenue Agency.

Traceability: the entire process of managing the administrative obligations of personnel, both head-office and maritime, is tracked by means of the Zucchetti management system (Omnia), access to which is allowed only to authorised persons by means of a specific ID and password.

Archiving: the archiving in electronic and paper format of all documentation relating to the process in question is ensured by the Payroll Office.

Monitoring: a manual monitoring is currently carried out aimed at ensuring that all aspects relating to the administrative management of personnel do not depart from the applicable legislation (i.e. the CCNL).

Protocols: the company operates observing the following principles:

- ✓ existence of an employee register, with restricted access to identified persons;
- ✓ existence of appropriate supporting documentation for insertions / variations / deletions to be made to the employee register;
- ✓ formal authorisation of personnel requests for holidays / overtime / leave;
- ✓ formal processing and approval of travel requests and of any disbursement of cash advances;
- ✓ definition of user profiles within the company IT system dedicated to personnel administration;
- ✓ verification of the correctness of the remuneration to be paid and formal authorisation of payslips;
- ✓ monitoring of developments in the relevant regulatory framework concerning the management of personnel's social-security and contribution treatment, with the support of the labour consultant;
- ✓ definition of a method of archiving the documentation produced during the management of personnel's social-security and contribution treatment, in particular indicating the methods for keeping track of communications and any other data sent to persons belonging to the Public Administration, in order to ensure the prompt availability of documents upon request.

5) MANAGEMENT OF RELATIONS WITH PUBLIC SUPERVISORY AUTHORITIES

The offence of obstruction of the exercise of the activity of the public supervisory authorities could be committed where, for example, conduct is carried out that prevents the Authority from exercising its typical functions (i.e. obstructive conduct or failure to cooperate, such as opposition to inspections, unjustified delay, or specious conduct in the transmission of documents).

Persons involved

- *CdA (Board of Directors)*
- *CEO*
- *CFO*
- *LEG*

Controls: general principles and specific protocols

Code of Ethics: specific principles and rules of conduct are present in the Code of Ethics adopted by the Company (see in general the principles included in paragraph no. 7 relating to corporate offences and, specifically, principles: no. 7.1 “*Management of the company’s accounting, asset and financial data and information*”; no. 7.2 “*Relations with the company’s control bodies*”; no. 7.3 “*Protection of the company’s assets*”; no. 7.4 “*Protection of the company’s creditors*”; no. 7.6 “*Influence on the shareholders’ meeting*”; no. 7.8 “*Relations with public supervisory authorities*”).

Delegations/Powers of attorney: the functions and/or persons responsible for the external communication of facts and/or acts concerning the Company and for signing the communications/reports to be sent to the Public Supervisory Authorities (i.e. AGCM and the Data Protection Authority) have been formally identified. The CEO and the CFO have the power to represent the Company in all its relations with public offices and public bodies. The Legal, Claims & Insurance Manager has the power, on the basis of a specific notarial power of attorney, to make, sign and forward, in the name and on behalf of the company, the communications, declarations, clarifications and applications that, by law or voluntarily, must be made or submitted to any independent administrative authority (including CONSOB and the Data Protection Authority).

Process management: in relation to the control activities carried out by the supervisory authorities (in particular the Antitrust Authority and the Data Protection Authority), the Legal, Claims & Insurance Manager function manages the procedure, in compliance with the

powers conferred on it by notarial power of attorney, drawing on the support of specialised external professionals.

Segregation of duties: in the preparation of the acts/appeals/information to be sent to the Authorities in question, an external lawyer is always involved by the Company.

6) DISSEMINATION OF COMPANY INFORMATION TO THE PUBLIC

This activity has as its object the management of information and communications of sensitive company news (relating, for example, to economic-financial data or data concerning management situations) regarding GNV. Within this activity, the risk of committing the offence of “market rigging” (agiotaggio) could arise through the dissemination of false news, simulated transactions or other artifices concretely capable of causing a significant alteration of the price of financial instruments (unlisted or for which no application for admission to trading on a regulated market has been submitted, also in relation to customers, partners or Group companies). The offence is a common one, so the active subject of the offence may be “anyone”; however, as regards its concrete realisation, it seems attributable exclusively to qualified persons endowed with a certain authority and knowledge of the company reality such as to qualify their anticipations as particularly credible.

Persons involved

- *CdA (Board of Directors)*
- *P-CdA (Chairman of the Board)*
- *CEO*

Controls: general principles and specific protocols

Code of Ethics: specific principles and rules of conduct are present in the Code of Ethics adopted by the Company (see in general the principles included in paragraph no. 7 relating to corporate offences and, specifically, principles: no. 7.1 “*Management of the company’s accounting, asset and financial data and information*”; no. 7.2 “*Relations with the company’s control bodies*”; no. 7.3 “*Protection of the company’s assets*”; no. 7.4 “*Protection of the*

company's creditors"; no. 7.6 "*Influence on the shareholders' meeting*"; no. 7.8 "*Relations with public supervisory authorities*").

Roles and responsibilities: only expressly authorised persons may release information to the public; in particular, this activity is managed by the Chairman of the Board and the CEO.

Management of the website and social media: the operational management of the website and social media, in terms of the uploading of images, photographic services and other informational material, is carried out by the Marketing Office, which, where appropriate, draws on the support of specialised external consultants.

Protocols: the company operates observing the following control principles:

- ✓ no one may provide news concerning the Company or maintain relations with the mass media, without the prior authorisation of the company management;
- ✓ the publication of articles or thematic in-depth pieces, or participation in conferences or broadcasts, including outside work activity, concerning matters within the Company's competence, must be authorised in advance by the company management, unless the personal nature of the assessments made concerning the activity carried out by the Company is specified and it is specified that they do not necessarily represent the official position of the Company;
- ✓ it is in any event not permitted to make declarations, statements or communications to the public that may in any way harm or cast in a bad light the position and the work of the Company.

3. The relevant legislation – Market Abuse offences

Art. 25-sexies of Legislative Decree no. 231/2001

- Insider dealing (art. 184 of the Consolidated Law on Finance [T.U.F.])
- Market manipulation (art. 185 T.U.F.).

4. The sensitive activities

Having regard to the analytical description of the cases reported in annex 1 of the Model, and taking into account that the Company may come into contact with/become aware, in the context of carrying out its typical activity, of so-called “price-sensitive” information in relation to listed financial instruments of third parties (i.e. customers, partners, group companies), it is not possible to exclude the abstract configurability of the conduct of insider dealing or market manipulation. Moreover, the conduct constituting the offence of market rigging (agiotaggio) and that of market manipulation differ exclusively in the object concerned by the conduct: on the one hand, unlisted financial instruments; on the other, listed financial instruments or those being listed. This difference does not affect the identification of the active subject of those offences, which remains “anyone”, but exclusively the type of applicable sanction (increased in the case of market manipulation). Therefore, the sensitive activity with regard to such market-abuse cases is attributable to the same one identified with regard to the case of market rigging and concerning:

- **the management of confidential information and external communications.** For the description of the activity and of the safeguards associated with it and adopted by the Company, reference is made to what is indicated (see sensitive activity no. 6 entitled “*Dissemination of company information to the public*”).

5. The relevant legislation – Law no. 190/2012 “the offence of private-to-private corruption” and Legislative Decree no. 38 of 15 March 2017 – amendments to art. 2635 c.c. and the introduction of the new offence of incitement to corruption

Art. 25-ter of Legislative Decree no. 231/2001

- Private-to-private corruption (art. 2635, 3rd paragraph, c.c.)
- Incitement to corruption (art. 2635-bis c.c.)

Legislative Decree no. 38 of 15 March 2017 – Implementation of Council Framework Decision 2003/568/JHA of 22 July 2003 on combating corruption in the private sector, with specific reference to Legislative Decree 231/2001 – replaced letter s-bis) of art. 25-ter and

introduced (again in art. 25-ter, letter s-bis), of Legislative Decree 231/2001) the new offence of incitement to private-to-private corruption provided for by art. 2635-bis of the civil code. The third paragraph of article 2635 c.c. sanctions anyone who, including through an intermediary, offers, promises or gives money or other benefit to the directors, general managers, managers responsible for preparing the company's accounting documents, statutory auditors, or liquidators of private companies or entities, or to those who, within the organisational structure of the company or private entity, exercise managerial functions other than those proper to the persons listed above, or to those who are subject to the direction or supervision of one of the persons indicated above who, following the giving or promise of money or other benefit, for themselves or for others, perform or omit acts in breach of the obligations inherent in their office or of the obligations of loyalty. In essence, the rule sanctions exclusively the active conduct of the corruptor (paragraph 3).

The sensitive activities

For the purposes of mapping the sensitive activities, the following were identified:

a) Direct or sensitive activities in the strict sense: activities that can be considered directly at risk of offence under Legislative Decree no. 231/2001, because they entail direct contact with private persons constituted in the form of companies or consortia.

b) Instrumental activities: activities that, although they do not entail direct contact with private persons constituted in the form of companies or consortia, may nevertheless be considered at risk insofar as, for example, within their scope, the economic reserves to be drawn on to perpetrate corrupt conduct towards private parties could be set up.

The activities under A) "**direct or sensitive in the strict sense**", reported in full in the Matrix of sensitive activities document, have been summarised into the following macro-areas:

Macro-activity A)	Description
1) Market development, management of relations with customers (goods and passengers)	Development of market activities and management of the acquisition and management of commercial relations with customers
2) Management of relations with banking institutions and financial intermediaries	Relations with banking institutions (aimed, for example, at obtaining funding or sureties, etc.)
3) Management of judicial and out-of-court disputes, settlement agreements and representation in court	Management of judicial disputes, including with the support of external lawyers (i.e. Labour Court, etc.)
4) Process of purchasing goods and services	Management of the purchase of goods (general and raw materials) and services (maintenance, legal, technical, administrative, tax and safety consultancy, relations with certification bodies, etc.)
5) Dissemination of company information to the public (relations with the mass media)	Management of relations with members of the press or television regarding the dissemination of news about the company

As regards the **so-called instrumental activities**, these are represented in the table below:

Macro-activity B)	Description
6) Selection, recruitment and reward process of personnel	Management of the personnel selection and recruitment process and of the personnel reward process (promotions, etc.)
7) Management of expense reports	Management of the system for reimbursing the personnel's expense reports of the company

Macro-activity B)	Description
8) Management of donations, sponsorships and gifts	Process of identifying and granting donations, gifts and sponsorships
9) Management of ticket offices	Management of the ticketing activity
10) Management of relations and inspection visits by certification bodies	Management of the inspection activities carried out by certification bodies for obtaining/maintaining certifications (ISO 45001, ISO 9001, etc.)

1) MARKET DEVELOPMENT, MANAGEMENT OF RELATIONS WITH CUSTOMERS AIMED AT ACQUIRING ORDERS

Inherent risks and ways of materialisation

Market development and the management of relations with customers aimed at acquiring orders could abstractly be directly exposed to the offence-risk of “private-to-private corruption”. In the context of seeking to acquire a customer and in the concurrent relations with competing companies, GNV could, in the abstract, have an interest in corrupting, purely by way of example, a disloyal employee of a competing company, by means of the promise of money or other benefit, in order to obtain advantages in terms of “know-how”. As regards, on the other hand, the activities connected with the process of acquiring and managing the relationship with the customer, the Company could have an interest in corrupting, purely by way of example, a disloyal member of the customer company (goods-transport sector), with money or other benefit, in order to obtain the undue award of the contract, to the prejudice of the customer company that could, hypothetically, have acquired the service provided at a lower cost.

Persons involved

- *P-CdA (Chairman of the Board)*
- *CEO*
- *CSMO*

- *RET*
- *PSM*
- *HOD*
- *FS*

Controls: general principles and specific protocols

Code of Ethics: specific principles and rules of conduct are present aimed at stigmatising conduct potentially constituting the offences referred to in art. 25 *ter* of Decree 231 (4.1 “*Selection*”; 4.2 “*Management of the contractual relationship*”; 6.10 “*Protection of competition*”; 7.10 “*Relations between private parties*”).

Delegations/Powers of attorney: the Chairman of the Board is granted the power to represent, promote and protect the image of the Company vis-à-vis all public or private institutions, trade associations, sector operators, the media and, in general, the stakeholders influential for the development of the company’s activity; to monitor the ships market and maintain relations with sector operators in order to assess and propose to the Board potential purchases, sales and/or charters, active or passive, of fleet units; and to start negotiations aimed at concluding agreements, projects and/or relationships connected with the powers conferred, to be submitted to the Board. The CEO is granted the power to approve, conclude, modify, assign and terminate contracts concerning the transport of persons and/or goods, performing every act necessary or useful for the conclusion and performance of each contract; to approve, conclude, assign or modify contracts with maritime agents, port authorities and maritime stations for the management of the calls of the company fleet’s vessels; and to approve, conclude, modify, assign and terminate contracts concerning the supply and granting of on-board products and services connected with the maritime-transport activity, whose disbursements are included in the pro-tempore budget.

Process management: the commercial process is divided into the following segments:

- ✓ *Passenger transport*: this process is under the direction of the Passengers Sales Marketing area, and is divided into the following activities: direct sales (without the intermediation of external agencies) through the ticket offices; contact center and online sale of tickets; indirect sales through national and international travel agencies and online operators.

- ✓ *Goods transport*: this process is under the direction of the Freight Sales area and is divided into the following activities: *out-bound*, where the relationship with the customer is managed, information on quotes, substitutions, duration of crossings; operational management of the customer-information service; *in-bound*, the insertion into GNV's information systems of the data concerning the deployment of the ships, the price lists, the availability of vehicle spaces and, in any case, any data necessary for the correct performance of the contract; and release to customers for reservations through the website.

- ✓ *Time-charter ship chartering*: this process is under the direction of the Passengers Sales Marketing area and consists in making available vessels of the company fleet for the contractors (e.g. in the context of the contractor's ship-maintenance activities), as well as, most recently, to provide assistance and health surveillance of migrants rescued at sea in the context of the health emergency.

Traceability: the operation of the ticket offices is tracked by means of a specific IT system.

Pricing: the definition of the sale prices (so-called dynamic pricing) is based on the following parameters: competitors' prices; ship capacity; sales history and market trend. The base price list (so-called strategic pricing) is defined by the Revenue Management Office.

Training: training courses are provided for the persons responsible for the areas most involved in competitive aspects (i.e. senior management, commercial area, marketing area, purchasing area), aimed at raising the recipients' awareness of the issues concerning unfair-competition aspects.

Contracts: all commercial relations with commercial counterparties (travel agencies, agents, etc.) are formalised in specific standard contracts previously shared with the Legal, Claims & Insurance Office.

Management of credit notes: the issue of credit notes may take place only in the event of a dispute by the customer following an invoice issued by GNV, or in the context of discounts predefined at the start of the year. In particular, the following authorisation and control steps are provided:

- ✓ sharing of information and joint assessment between the AFC Office and Freight Sales;
- ✓ formal authorisation of the Chief Sales Marketing Officer;
- ✓ verification of the regularity and correspondence of the underlying transactions by the AFC Office.

Procedures: GNV has implemented the following procedures in relation to commercial management: PR VISION ORG 30 – Commercial management of critical issues, and the supplementary procedures: IL MERCI 01 «Commercial management of minor critical issues in the goods area»; IL MKR OP 01 «Commercial management of critical issues in the operational-marketing area»; IL OPERATIVO PORTI 01 «Commercial management of minor critical issues in the operational area».

Protocols: the company operates observing the following control principles in the context of managing active contracts:

- ✓ in the case of an open contract, the verification of the consistency of the order with the parameters provided for in the contract itself;
- ✓ the verification of the completeness and accuracy of the invoice with respect to the content of the contract/order, as well as with respect to the goods/services provided;

- ✓ where applicable, the verification – including on a sample basis – of the conformity of the invoicing with the legal requirements.

2) MANAGEMENT OF RELATIONS WITH BANKING INSTITUTIONS AND FINANCIAL INTERMEDIARIES

Inherent risks and ways of materialisation

Within the management of the relations that the Company maintains with banking institutions and financial intermediaries, cases of private-to-private corruption could abstractly occur, since, for example, the Company could have an interest in obtaining funding, sureties and, in general, the granting of credit lines on particularly advantageous terms, obtained by rewarding with money or other benefit (for example: the recruitment of a family member) the disloyal banking/financial-intermediary representative.

Persons involved

- *CdA (Board of Directors)*
- *CEO*
- *CFO*
- *AMM*
- *LCC*
- *Treasury Manager*

Controls: general principles and specific protocols

Code of Ethics: specific principles and rules of conduct are present aimed at stigmatising conduct potentially constituting the offences referred to in art. 25 *ter* of Decree 231 (paragraphs nos. 6.1 “*Operations and transactions*”; 7.1 “*Management of the company’s accounting, asset and financial data and information*”; 7.3 “*Protection of the company’s assets*”; 7.7 “*Dissemination of false news*”). The Code, in particular, establishes, at principle no. 7.9 “*Relations with banking and insurance operators*”, that relations with credit institutions must be maintained in compliance with specific principles, such as, by way of example: compliance with the tasks, roles and responsibilities defined by the company organisation

chart and by the authorisation system with reference to the management of relations with the Institutions and banking operators; correctness and transparency in relations with banking and insurance institutions; and integrity, impartiality and independence (i.e. not improperly influencing the counterparty's decisions and not requesting favourable treatment).

Delegations/Powers of attorney: within the management delegations, the powers concerning the management and approval of investments, the management of financial-hedging transactions, and the management of banking and postal operations are conferred, according to predetermined authorisation levels and approval thresholds. In particular, these powers are granted to the CEO and the CFO, in the latter case subject to the favourable opinion of the Chairman of the Board. The signing of pool financing agreements and of hedging contracts on interest rates, exchange rates and raw materials is reserved to the competence of the Board of Directors.

Monitoring: the board carries out preventive controls for the authorisation of financial transactions and for the periodic supervision of the process.

Process management / Roles and responsibilities: the CFO, with the operational support of the Administration & Tax Manager function, manages the operation of the financial transactions and of the insurance and banking operations. In managing the company-law and corporate-governance aspects, and with particular regard to the management of relations with financial counterparties and advisors, GNV draws on the support of the Legal in Corporate & Commercial Law function. The operational management of relations with credit institutions is entrusted to the Treasury Manager function.

Financing contracts: GNV has the following financing arrangements in place:

- ✓ so-called senior bank financing
- ✓ bond financing
- ✓ financing with SACE guarantee

The financing contracts also provide for the half-yearly and annual verification of certain financial covenants such as the ratio of Net Financial Position to EBITDA (“Leverage Ratio”), the ratio of Net Financial Position to the value of the fleet, and the maximum annual amount of investments. Periodic disclosure obligations are also provided for, and in particular: monthly/quarterly disclosures on management control and financial planning; half-yearly disclosure for the certification of the interim financial statements.

Hedging policy: in view of the high volatility experienced in the price of fuel, GNV, within a specific “Bunker Hedging” policy (regulated in the financing contracts and adopted by the Board of Directors), has adopted a policy of hedging the cost of fuel through the conclusion of forward purchase contracts. The hedging transactions are carried out with primary counterparties and within the limits set by the financing contracts in terms of expected volumes, prices and the time extension of the hedging itself.

Reporting/Archiving: the Administration & Tax Manager is responsible for producing the reporting and ensures its archiving and traceability.

Protocols: the company operates observing the following control principles:

- ✓ compliance with the roles and responsibilities defined by the company organisation chart and by the authorisation system with reference to the management of relations with financial/banking operators;
- ✓ correctness and transparency in relations with banking Institutions, in compliance with the principles of correct management and transparency;
- ✓ integrity, impartiality and independence;
- ✓ completeness, accuracy and truthfulness of all the information and data transmitted to the banking institutions.

3) MANAGEMENT OF JUDICIAL AND OUT-OF-COURT DISPUTES

Inherent risks and ways of materialisation

Within the activity of managing judicial or out-of-court disputes of various kinds (i.e. civil, criminal, administrative, employment) and in the connected relations with the counterparty companies of the dispute, the Company (directly or through the appointed legal consultant) could abstractly corrupt the legal office (or, more generally, the consultant) in charge of protecting the counterparty in order to obtain an undue advantage (for example: achieving a favourable result in the dispute, slowing the recovery of a credit that the counterparty claims against GNV, or eliminating an evidentiary document favourable to the procedural position of the company represented by the corrupted person).

Persons involved

- *CdA (Board of Directors)*
- *CEO*
- *LEG*
- *CCO*
- *FC*

Controls: general principles and specific protocols

Code of Ethics: within the Code of Ethics, in paragraph no. 3 dedicated to the “*Rules of conduct to be observed towards the public administration*”, principle no. 3.4 sets out the rules of conduct to be observed in relations with the judicial authority, with the express warning that the activity carried out for the management of disputes must be guided by the principles of legality, fairness, transparency and all the other ethical principles defined in the Code.

Delegations and powers of attorney: only persons holding a specific power of attorney/delegation are authorised to define relations with persons of the P.A. In particular, the CEO is granted the power to represent the company in court, both as claimant and as defendant, before any authority, appointing lawyers and general or special attorneys with all the necessary powers, including to have themselves substituted as well as to elect domiciles; to represent the company before the offices, the tax, land-registry and customs commissions

at every level, to submit applications, complaints, appeals and counter-appeals, to sign settlements; to bring a civil action in criminal proceedings, to settle disputes and litigation up to a maximum limit of EUR 150,000.00 per individual dispute, and to intervene in bankruptcy and/or insolvency proceedings. Analogous powers are conferred on the Legal, Claims & Insurance Manager function by means of a specific notarial power of attorney.

Roles and responsibilities / Process management: the main types of dispute that may involve the Company are the following: insurance; goods/passenger transport; administrative; criminal (i.e. workplace accidents); employment (both for shore and maritime personnel). The Legal, Claims & Insurance office manages and supervises the matters, drawing on the support of a panel of external professionals specialised according to the subject matter.

Procedures: the Company has formalised the procedures: PR VISION ORG 37 «Management of complaints», identifying the roles and responsibilities and the operational methods of managing complaints; and PR VISION ORG 05 «Management of debt collection», defining the methods and responsibilities for debt collection vis-à-vis defaulting customers, from the ascertainment of the default until the start of judicial proceedings.

Archiving: all documentation relating to the management of judicial and out-of-court disputes and settlement agreements is archived at the Legal, Claims & Insurance Manager function.

Protocols: the company operates observing the following control principles:

- ✓ the choice of the external lawyers to whom to confer a power of attorney for the litigation must be made among qualified persons enrolled in the Register of external legal professionals, appropriately justified and authorised by persons endowed with adequate powers;

- ✓ relations with external lawyers/consultants must always be formalised in specific contracts; a specific express termination clause regarding the review and acceptance of the Code of Ethics must always be inserted in the contract with any external consultants/third parties involved in the process;
- ✓ recourse to an amicable or settlement agreement must be adequately justified and submitted for authorisation by persons endowed with adequate powers;
- ✓ performance of checks on the correctness and accuracy of the documentation to be transmitted to the appointed lawyer;
- ✓ monitoring of the external lawyer's work by the Administration Office.

4) PROCESS OF PURCHASING GOODS AND SERVICES

Inherent risks and ways of materialisation

The process of purchasing goods and services (in terms of: supplier selection, preparation, authorisation and transmission of purchase requests and purchase orders, issue of payment authorisation) could, in the abstract, be directly exposed to the offence-risk of private-to-private corruption (consider, for example, a disloyal employee of a supplier company who authorises, in exchange for the disbursement in their favour of a sum of money, particularly favourable sale terms in favour of GNV). In addition to being at "direct risk", the activity could also be instrumental to the aforementioned offence-risk, since, for example, through the approval, authorisation and recording of fictitious purchase orders, or the simulation of services provided by fictitious suppliers, hidden cash reserves could be set up, to be drawn on for corrupt purposes.

Persons involved

- *CdA (Board of Directors)*
- *P-CdA (Chairman of the Board)*
- *CEO*
- *CFO*

- *CHR*
- *CMOO*
- *HOD*
- *RET*
- *AMM*
- *FP*
- *Technical Purchasing Manager*

Controls: general principles and specific protocols

Code of Ethics: specific ethical principles and operating precepts are provided aimed at stigmatising any conduct potentially constituting the offences in question (see, in particular, principles nos. 4.1–4.3 under chapter 4 of the Code of Ethics, which identify the rules of conduct to be observed in relations with suppliers and customers, but, above all, the principles under chapter 6 entitled “*Rules of conduct in company activities*”; in particular reference is made to paragraphs no. 6.1 “*Operations and transactions*”, no. 6.2 “*Purchases of goods and services and engagement of external consultancy*” and no. 6.8 “*Activities aimed at receiving stolen goods, money laundering, the use of money, goods or benefits of unlawful origin and self-laundering*”).

Delegations and powers of attorney: the purchasing power is reserved for persons authorised by a specific delegation/power of attorney. Various authorisation levels are provided, including by means of joint signatures, on the basis of the amounts. In particular, these powers are granted to the Chairman of the Board, the CEO, the CFO and the CHR.

Roles and responsibilities: the process of purchasing goods or services involves various company functions according to the type of purchase in question. The responsible company functions are: the *Facility & Purchasing Manager* (general services and hotel services, excluding food and beverage); the *Hotel Operations Director* (food and beverage for the

ships, with the support of the group company MSC F&B Division); the *Head of Retail* (procurement of products on sale at the on-board shops); and the *Technical / Bunker Purchasing Manager* (procurement concerning the management, operation and maintenance of the naval fleet) — each handling and coordinating the purchase request, the identification of potential suppliers, negotiation and qualification, the formalisation of the relationship with the supplier and the subsequent management of logistics.

Budget management and traceability: the Company, for the management of the payables cycle and accounting, uses the specific X3 management system.

Contracts: the relationship with suppliers is always formalised in specific standardised contracts, previously shared with the Legal Office. All contracts with suppliers provide for termination clauses regarding the review and acceptance of the Code of Ethics and the Model adopted by the Company.

Supplier qualification: specific supplier-selection criteria are defined, which entail the identification of KPIs both for the commercial and financial assessment of the supplier and for its professional reliability (i.e. Third-Party Due Diligence). Specific qualification sheets are formalised, requesting information and a series of documents from the supplier (updated company register extract, DURC, privacy checklist where necessary in collaboration with the DPO). The analysis of suppliers is subject to periodic review. The supplier-selection phase provides for the request of several quotes (e.g. according to the amount of the expenditure/type of purchase). The final choice and the related reasons are formalised, and the documentation attesting to the screening and assessment phase of the offers received is adequately preserved by the responsible company function.

Procedure: GNV has implemented and formalised the following procedures: PR VISION ORG 34 «Process of purchasing, qualifying and selecting suppliers»; and PR VISION ORG 36 «Procurement of fuels and lubricating oils». Within the Safety Management system, the Company has also formalised a procedure for the procurement of material on board the ships.

Protocols: the company operates observing the following control principles:

- ✓ provision in the contracts, where possible, of the supplier's obligation to communicate without delay any situations, including subsequent ones, in which it is subject to proceedings for the application of anti-mafia legislation, or for offences affecting professional reliability, or for the application of precautionary measures or a conviction, even if not final, for offences under Legislative Decree no. 231/2001, as well as any other supervening circumstance affecting the maintenance of the requirements; it must also be formalised that the declaration of false or incomplete data entails the express termination of the contract;
- ✓ definition of proportionate, detailed, non-discriminatory criteria for assessing the offers, adequate with respect to the relevant legislation;
- ✓ performance of the activities of control and assessment of the supply by a person other than the one who manages the offer and negotiation phase with the supplier and the one who makes the payment;
- ✓ definition of technical and economic criteria for the validation of the goods and services supplied (acceptance checks);
- ✓ formal attestation of the receipt of the service, preliminary to the issue of the payment authorisation;
- ✓ the request of several quotes (e.g. according to the amount of the expenditure/type of purchase);
- ✓ the final choice and the related reasons are formalised, and the documentation attesting to the screening and assessment of the offers received is adequately preserved.

In the engagement of consultancy, the company must also ensure: the formal definition of the scope and characteristics of the engagement and of the technical-professional

specifications; the formal definition of the methods and criteria for searching for and selecting the consultant/professional; the performance of checks on the consultant's possession of the minimum requirements and on the absence of conflicts of interest with the Company's employees; and, in the phase of preparing the contract/letter of engagement, the identification of a "contract manager" responsible for monitoring the correct performance of the contract, ascertaining that the counterparty operates in compliance with the criteria of utmost diligence, honesty, transparency and integrity and with the 231 Model and the Code of Ethics, and highlighting any critical issues encountered, immediately alerting the competent function.

5) DISSEMINATION OF COMPANY INFORMATION TO THE PUBLIC (RELATIONS WITH THE MEDIA)

Inherent risks and ways of materialisation

The activity of disseminating company information to the public could abstractly be exposed to the offence-risk of private-to-private corruption since, purely by way of example, the Company could have an interest in corrupting (through promises of money or other benefits) representatives of the media so that they give a positive image of the company, or avoid making public, or give a different version of, negative information that could compromise the Company's image.

Persons involved

- *CdA (Board of Directors)*
- *P-CdA (Chairman of the Board)*
- *CEO*

Controls: general principles and specific protocols

Code of Ethics: appropriate principles are present in the code of ethics protecting against this offence-risk with regard to compliance with the principle of confidentiality of company data and information and the appropriate methods of dissemination to the public (principles: no. 2.4 "*Rights and duties of employees*"; no. 7.7 "*Dissemination of false news*"; 8 "*Confidentiality and privacy protection*").

Roles/responsibilities: only expressly authorised persons may release information to the public; in particular, this activity is managed by the Chairman of the Board and the CEO.

Management of the website and social media: the operational management of the website and social media, in terms of the uploading of images, photographic services and other informational material, is carried out by the Marketing Office, which, where appropriate, draws on the support of specialised external consultants.

Protocols: the company operates observing the following control principles: no one may provide news concerning the Company or maintain relations with the mass media without the prior authorisation of the company management; the publication of articles or participation in conferences or broadcasts concerning matters within the Company's competence must be authorised in advance, unless the personal nature of the assessments is specified; and it is in any event not permitted to make declarations or communications to the public that may harm or cast in a bad light the position and the work of the Company.

The control safeguards represented in this "Corporate offences" Section at the corresponding activity are also recalled.

6) SELECTION AND RECRUITMENT OF PERSONNEL

The processes of selection, recruitment and incentivisation of personnel could abstractly be configured as activities instrumental to the offence-risk of private-to-private corruption. By way of example: (i) the recruitment of a family member or the granting of an undue promotion assigned to a GNV company figure who is a relative/family member of a private person working in another company could constitute a form of indirect remuneration so that the latter, through disloyal conduct, procures an undue advantage for GNV; (ii) a reward process founded on excessively high targets could abstractly induce disloyal conduct. For the description of the activity and the related control safeguards, reference is made to what is indicated in Section A, sensitive activity "Selection and recruitment of personnel".

7) MANAGEMENT OF EXPENSE REPORTS

The management of expense reports could represent an activity instrumental to the materialisation of corrupt conduct towards private parties, by means of the recognition of wholly or partially fictitious expense reimbursements aimed at creating hidden financial resources. For the description of the activity and the related control safeguards, reference is made to what is indicated in Section A, sensitive activity “Management of expense reports and entertainment expenses”.

8) MANAGEMENT OF DONATIONS, SPONSORSHIPS AND GIFTS

The process of identifying and granting donations, gifts and sponsorships could be instrumental to the materialisation of corrupt conduct towards private parties, insofar as their disbursement may constitute the “other benefit” in favour of private persons. For the description of the activity and the related control safeguards, reference is made to what is indicated in Section A, sensitive activity “Management of donations, sponsorships and gifts”.

9) MANAGEMENT OF TICKET OFFICES

The ticketing activity could constitute the other benefit to be granted to a private party in order to obtain undue advantages for the Company. For the description of the activity and the related control safeguards, reference is made to what is indicated in Section A, sensitive activity “Management of ticket offices”.

10) MANAGEMENT OF RELATIONS AND INSPECTION VISITS BY CERTIFICATION BODIES

The management of the inspection activities carried out by private certification bodies for obtaining/maintaining certifications (ISO 45001, ISO 9001, etc.) could abstractly be exposed to the offence-risk of private-to-private corruption, where the Company had an interest in corrupting a representative of the certification body in order to obtain or maintain a certification in the absence of the required requirements. The Company manages these relations through the competent functions (in particular QHSSE), observing the principles of correctness and transparency and ensuring the traceability and archiving of the inspection reports.

C) ORGANISED-CRIME OFFENCES AND TRANSNATIONAL OFFENCES

1. The relevant legislation

1.1 Transnational offences

Law no. 146 of 16 March 2006, “Ratification and implementation of the United Nations Convention and Protocols against Transnational Organised Crime, adopted by the General Assembly on 15 November 2000 and 31 May 2001”, extended the administrative liability of entities to the offences of so-called transnational organised crime. In general terms, within the broader definition of transnational-crime offences and with reference to the predicate offences of the administrative liability of the entity under Legislative Decree no. 231/2001, the relevant cases, pursuant to art. 10 of law no. 146 of 2006, are the criminal cases concerning the offences of association, the offences of migrant smuggling and of obstruction of justice, provided that such criminal conduct was characterised by the element of “transnationality” and was committed, in the interest or to the advantage of the entity, by persons holding within it a senior or subordinate role. Specifically, the relevant cases are the following:

- Criminal conspiracy (art. 416 c.p.)
- Mafia-type associations, including foreign ones (art. 416 *bis* c.p.)
- Criminal conspiracy aimed at the smuggling of foreign processed tobacco (art. 291 *quater* of the Consolidated Law under Presidential Decree no. 43 of 23 January 1973)
- Association aimed at the unlawful trafficking of narcotic or psychotropic substances (art. 74 of the Consolidated Law under Presidential Decree no. 309 of 9 October 1990)
- Migrant smuggling (art. 12, paragraphs 3, 3 *bis*, 3 *ter* and 5, of Legislative Decree no. 286 of 25 July 1998)
- Inducement not to make statements or to make false statements to the judicial authority (art. 377 *bis* c.p.)

- Personal aiding and abetting (art. 378 c.p.)

Transnational offence: an offence is considered transnational where it is “punished by imprisonment of not less than four years in the maximum, where an organised criminal group is involved, and: is committed in more than one State; or is committed in one State, but a substantial part of its preparation, planning, direction or control takes place in another State; or is committed in one State, but an organised criminal group engaged in criminal activities in more than one State is involved in it; or is committed in one State but has substantial effects in another State.” By “organised criminal group”, within the meaning of the United Nations Convention against Transnational Organised Crime, is meant “a structured group, existing for a period of time, composed of three or more persons acting in concert with the aim of committing one or more serious offences or offences established by the convention, in order to obtain, directly or indirectly, a financial or other material advantage”.

1.2 Organised-crime offences

Law no. 94 of 15 July 2009 (“Provisions on public security”) extended, with the introduction of art. 24 *ter* into Legislative Decree 231/2001, the administrative liability of entities to the unlawful acts dependent on organised-crime offences committed in the territory of the State even where they lack the requirement of transnationality.

Art. 24-ter of Legislative Decree no. 231/2001

- Criminal conspiracy (art. 416 c.p.)
- Offences of criminal conspiracy aimed at the reduction to or maintenance in slavery, at the trafficking of persons, at the purchase and sale of slaves and at the offences concerning the violations of the provisions on illegal immigration under art. 12 of Legislative Decree no. 286/1998 (art. 416, sixth paragraph, c.p.)
- Mafia-type associations, including foreign ones (art. 416 *bis* c.p.)
- Mafia-related political-electoral exchange (art. 416 *ter* c.p.)

- Kidnapping for the purpose of extortion (art. 630 c.p.)
- Criminal conspiracy aimed at the trafficking of narcotic or psychotropic substances (art. 74 of Presidential Decree 309/90)
- Offences of unlawful manufacture, introduction into the State, putting up for sale, transfer, possession and carrying in a public place or a place open to the public of weapons of war or parts thereof, of explosives, of clandestine weapons, as well as of several common firearms excluding those provided for by art. 2, third paragraph, of Law no. 110 of 18 April 1975 (art. 407, paragraph 2, letter a), number 5) of the Code of Criminal Procedure)

Law no. 236 of 11 December 2016, containing “Amendments to the criminal code and to law no. 91 of 1 April 1999 on the trafficking of organs intended for transplantation, as well as to law no. 458 of 26 June 1967 on kidney transplantation between living persons” (published in Official Gazette no. 299 of 23/12/2016 and in force from 7/01/2017), amended **art. 416** of the criminal code (**Criminal conspiracy**) referred to by **art. 24-ter** of the Decree (Organised-crime offences), and included among the offences relevant for the purposes of the aggravating circumstance under the sixth paragraph of the same art. 416 c.p.:

- the offence of *Trafficking of organs removed from a living person*, under art. 601-bis of the criminal code, introduced by the same law no. 236/2016. This case punishes the **trafficking of organs removed from a living person**, including in relation to those who organise or advertise the related trips or disseminate, including by electronic means, announcements for that purpose;
- the offences under arts. 22, paragraphs 3 and 4, and 22-bis, paragraph 1, of law no. 91 of 1 April 1999 (Provisions on the removal and transplantation of organs and tissues), which punish, respectively: anyone who procures, for profit or otherwise, or trades organs or tissues removed from a person whose death has been ascertained; and anyone who, for profit, carries out mediation work in the donation of organs from a living person.

Following the risk-assessment activity, taking due account of the business and the activities mainly carried out by the Company, the risk of committing the aforementioned offences was considered entirely remote.

2. The sensitive activities

On the basis of the preliminary analysis carried out, it was considered possible to qualify as **non-existent** the risk regarding the cases concerning the **manufacture and trafficking of weapons, kidnapping for the purpose of extortion, reduction to slavery, the sale of slaves, the trafficking of persons, the trafficking of organs removed from a living person, the mafia-related political-electoral exchange and the trafficking of narcotic or psychotropic substances**, which appear far removed from the reality and the business of the Company.

By contrast, the case of **simple criminal conspiracy under art. 416 c.p.** appears abstractly configurable in terms of offence-risk. The scope of applicability of this case certainly includes the so-called “purpose-offences” already falling within the category of offences autonomously relevant for the purposes of Legislative Decree 231/2001 (consider, purely by way of example, the cases of fraud to the detriment of the State and, more generally, the offences against the Public Administration, or the cases of receiving stolen goods and money laundering).

Doubtful, conversely, but not to be excluded, is the case of the attributability within the 231 scope of offences not currently included (consider, by way of example, the *association aimed at tax offences, etc.*) and brought within the 231 scope as a result of the charged criminal conspiracy. Pending the receipt of the case-law and interpretative guidance on the topic mentioned above regarding the exact scope of operation of the rule, and in particular the attributability or otherwise to offences not included among the predicate offences, the Company has taken note of the possible ways of carrying out the associative offences, distinguishing the cases of: a) Internal association, namely when the associates are all

internal to the entity; b) External association (whether national or transnational), namely when among the associates there are also persons external to the entity.

In case a), the potential risk areas concern the decision-making processes inherent in the various phases of carrying out the business activities. In this regard, the activity of the Board of Directors, responsible for taking significant decisions in company management, as well as of specific Committees internal to the Company with management and/or decision-making tasks (i.e. the Management Review), has been mapped. With regard to these persons, the traceability of the decisions taken (i.e. minuting of the meetings), the rules of internal functioning, the mechanisms safeguarding the separation of roles, and the existence and adequacy of information flows have been analysed.

In case b), all the activities that entail relations of any nature with external third parties (*suppliers, customers, partners, etc.*) of the Company are relevant as potentially at-risk areas. In this regard, the Company considers it can address the risk with the safeguards already existing within the Organisational Model, and with the rules contained in the Code of Ethics, applicable from time to time according to the specific ways of materialisation. Purely by way of example, the Procedures, Instructions or rules of conduct concerning the management of the receivables cycle, the management of relations with customers aimed at acquiring engagements, and the selection of partners and suppliers are considered to fall within this scope.

More specifically, regarding the case of so-called “simple” criminal conspiracy (art. 416 c.p.), it is appropriate to take into account the considerations illustrated below. The associative offence is characterised by **three fundamental elements**:

- an associative bond between three or more persons (whether internal or external to the company), tendentially permanent or in any case stable (where the temporal element inherent in the notion of stability must be understood as sufficient to constitute the objective element of the offence even where it materialises in a participation in the association limited to a short period);

- an indeterminate criminal programme; this element distinguishes the associative offence from the agreement underlying complicity in the offence, which is instead of an occasional nature and for the commission of determinate offences, with whose commission the agreement is exhausted. For the purposes of the configurability of the offence, the indeterminacy of the criminal programme must be understood as a plurality of planned crimes (Court of Cassation, criminal, section I, judgment of 15 January 1997, no. 67);
- an adequate organisational structure, however minimal, but capable of and adequate for achieving the targeted criminal objectives.

Furthermore, as the **subjective element** of the offence, there must exist both general intent, consisting in the awareness and the will to join a criminal conspiracy, and specific intent, found in the intention to contribute to maintaining the association and to carrying out its criminal programme in a relationship of stable collaboration with the other members. In this regard, since the explicit manifestation of an associative will is not necessary for the constitution of the group, the associate's awareness can only be proved through significant conduct that materialises in active and stable participation (Court of Cassation, criminal, section V, judgment of 24 September 1998, no. 10076).

Moreover, the case in question, qualifying as an **offence of danger** to public order, takes on the value of an autonomous offence title, that is, independently of the crimes that may be committed (so-called purpose-crimes). Furthermore, for the existence of the associative offence, the existence of the organisational structure and of the criminal nature of the programme is sufficient, which persists even when one of the purpose-offences no longer constitutes a criminal offence following an "*abolitio criminis*" (Court of Cassation, criminal, section VI, judgment of 27 November 2003, no. 7187).

From the preliminary analysis of the offence of *criminal conspiracy* there therefore emerges an objective and generally recognised difficulty in identifying specific areas within which the offence is abstractly conceivable. This is because this offence can easily be conceived in any

company activity (from the management of administrative, accounting and tax aspects and of payments, to the purchase of goods and services, to the assessment and choice of investments, to personnel management, to the management of the business units, as well as to the management of internal decision-making centres). The Company must therefore protect itself from the potential charge of an “*organisational fault*” which, if present, could facilitate the creation of *parallel structures* (namely persons belonging to areas or sectors of lawful corporate structures who, instrumentalising the company structures, prove to be stably and in an organised manner devoted to the pursuit of criminal activity) that rest on the company’s means and resources (*requirement of the organisational structure*), as instruments for carrying out a criminal programme characterised by the associative bond, equipping itself with safeguards aimed at hindering its emergence. In this regard, GNV has equipped itself with the safeguards indicated below.

Controls: general principles and specific protocols

Code of Ethics: specific principles and rules of conduct are present aimed at stigmatising conduct potentially constituting the offences referred to in art. 24 ter of Decree 231 (paragraphs nos. 4.3 “*Relations with customers*”; 4.4 “*Relations with suppliers*”; 4.6 “*External relations*”). The Code establishes that business relationships must be maintained exclusively with customers/subscribers, companies, partners and suppliers of sure reputation, who carry out lawful commercial activities and whose proceeds derive from legitimate sources.

Procedures: in the case of criminal conspiracy aimed at the commission of predicate offences under Legislative Decree 231/2001 (concerning, for example, the offences of: corruption, fraud, receiving stolen goods, money laundering, false accounting, offences concerning occupational health and safety, etc.), the Company operates observing a series of control measures and company procedures/protocols aimed at countering the risk of committing such purpose-offences (see the relevant Special Parts), which consequently make it possible also to reduce the risk of the associative phenomenon directed at carrying them out. In particular, these procedures make it possible to:

- ✓ attribute *decision-making responsibilities* in a manner commensurate with the degree of responsibility, authority and autonomy conferred;
- ✓ correctly define, assign and communicate the *authorisation and signing powers*, providing, where required, a precise indication of the expenditure-approval thresholds so that no person is granted unlimited powers;
- ✓ ensure the principle of *separation of roles* in the management of processes, assigning to different persons the crucial phases of the process and, in particular, that of authorisation, recording, execution and control;
- ✓ ensure the verifiability, documentability, consistency and congruity of every operation or transaction;
- ✓ provide for moments of monitoring on the correctness of the activity carried out by the individual functions within the process considered (compliance with the rules, correct use of the signing and expenditure powers, etc.);
- ✓ ensure an adequate selection of consultants and suppliers, guaranteeing the transparency of the process of awarding engagements/supplies, as well as the existence of requirements of integrity, professionalism and reliability of all the persons who intervene in the company processes on any basis;
- ✓ guarantee the presence of appropriate *reporting mechanisms* that allow the systematic accounting by the personnel called upon to carry out activities considered sensitive.

Company management: the functioning of both the Board of Directors and the Committees (i.e. Department Managers' Meetings), in terms of resolution mechanisms, frequency of meetings, minuting thereof, and use of the financial budget, is transparent, and adequate track of its work is kept.

Control principles: the Company also guarantees the carrying out of its activities, in order to prevent the offences in question, in line with the following control principles:

- ✓ in relations with third parties (customers, suppliers, partners, consultants, attorneys, etc.), specific controls must be implemented aimed at ensuring a precise and thorough knowledge of the person with whom the Company intends to establish a business relationship (e.g.: acquisition of identification documents of the natural/legal persons, archiving, risk assessment, suspension or interruption of the relationship in case of “suspicion”);
- ✓ the data and information regarding customers and transactions are duly recorded and archived;
- ✓ relations with suppliers are governed through framework agreements/contracts/letters of engagement in which the clause requiring compliance with the Code of Ethics adopted by the Company is provided, where possible, in order to sanction conduct contrary to the ethical principles;
- ✓ a clear, transparent, diligent and cooperative demeanour must be maintained with the Public Authorities, with particular regard to the Adjudicating and Investigating Authorities, by communicating all the information, data and news that may be requested;
- ✓ intragroup relations or relations with customers/partners belonging to other States are governed, where possible, through contracts or other similar documents that clearly represent the criteria for defining costs and the methods of performance.

Information flows to the Supervisory Body (OdV): the information explicitly requested by the OdV must be transmitted to it and, with reference to the work of the Board of Directors and/or the Committees, all the minutes of the meetings held by these bodies. Moreover, the Company guides its conduct by the principles of: attention to integrity and ethics; commensurate attribution of decision-making responsibilities; correct definition of authorisation and signing powers with no unlimited powers; separation of roles; appropriate control points (reconciliations, information mechanisms, etc.); verifiability, documentability, consistency and congruity of every transaction with traceability ensured through adequate

documentary support; documentability of the controls carried out; reporting mechanisms; monitoring; adequate selection of suppliers, partners and external consultants; codified rules and traceability of the internal decision-making centres; limitation of the use of cash to petty-cash expenses with every transaction traceable; and specific audit activity on the application and adequacy of the controls.

The Company, in order to prevent the transnational offences, where technically possible, must ensure compliance with the following control principles: use of an IT system for recording and archiving data and information on customers and transactions; governance of relations with suppliers through framework agreements/contracts/letters of engagement including the Code-of-Ethics-compliance clause; compliance with the principle of correctness, transparency and good faith in relations with consultants, suppliers, commercial partners and contractual counterparties (including foreign counterparties, import/export cases and group companies); verification by the competent functions of the regularity of payments to all counterparties (including group companies), in particular verifying that there is coincidence between the person to whom the order is addressed and the person who collects the related sums; maximum transparency in the conclusion of agreements/joint ventures aimed at carrying out investments; compliance with the legislation in force on immigration and labour, including as regards the constitution of the employment relationship; the prohibition on engaging in any conduct having the purpose or effect of inducing a third party to make false statements in a judicial proceeding involving the Company; and the maintenance of a clear, transparent, diligent and cooperative demeanour with the Public Authorities, with particular regard to the Adjudicating and Investigating Authorities.

D) COMPUTER CRIMES AND UNLAWFUL DATA PROCESSING

1. The relevant legislation

Art. 24-bis of Legislative Decree no. 231/2001

- Computer documents (art. 491 *bis* c.p.)

- Unauthorised access to a computer or telematic system (art. 615 *ter* c.p.)
- Unlawful possession, dissemination and installation of equipment, codes and other means for accessing computer or telematic systems (art. 615 *quater* c.p.)
- Unlawful possession, dissemination and installation of equipment, devices or computer programs intended to damage or interrupt a computer or telematic system (art. 615 *quinquies* c.p.)
- Unlawful interception, prevention or interruption of computer or telematic communications (art. 617 *quater* c.p.)
- Unlawful possession, dissemination and installation of equipment and other means for intercepting, preventing or interrupting computer or telematic communications (art. 617 *quinquies* c.p.)
- Damaging of computer information, data and programs (art. 635 *bis* c.p.)
- Damaging of computer information, data and programs used by the State or by another public body or in any case of public utility (art. 635 *ter* c.p.)
- Damaging of computer or telematic systems (art. 635 *quater* c.p.)
- Damaging of computer or telematic systems of public utility (art. 635 *quinquies* c.p.)
- Computer fraud by the person providing electronic-signature certification services (art. 640 *quinquies* c.p.)
- Obstruction or conditioning of the procedures for Cyber Security and of the related inspection and supervisory activities (article 1, paragraph 11, Decree-Law no. 105/2019)

2. The sensitive activities

The activities found to be potentially sensitive under art. 24 *bis* of the Decree concern, more generally, the complex of activities and processes concerning the **Management of**

computer systems and networks (for example, management of access credentials to systems, to the network and to information; activities of identification, implementation, maintenance and monitoring of infrastructure components such as hardware, networks, systems, etc.; activities connected with the use, development and monitoring of software components; management of physical-security measures; etc.).

MANAGEMENT OF COMPUTER SYSTEMS AND NETWORKS

This offence-risk is configurable where powers and means of intervention on the computer and telematic system have been identified. These are conduct carried out by means of the new technologies or in any case directed against computer assets, sanctioned by the criminal system. Indeed, both fraud committed through the computer and the damaging of, or unauthorised access to, a computer/telematic system are considered computer crimes. Within this macro-activity, the offences indicated could, by way of example, be constituted through the introduction, without authorisation, into systems protected by security measures; through the unlawful possession of codes or other means of access to a protected computer system; through the dissemination of programs capable of damaging a third party's computer system; through the unlawful interception of a computer conversation; through the destruction, deterioration or deletion of another's computer information, data or programs; through the destruction, deterioration, deletion, alteration or suppression of computer information, data or programs. The offence of falsity in computer documents, on the other hand, could be carried out by the persons concerned from time to time through, by way of example, the false attestation, in computer acts and documents, of facts of which the act or document itself is destined to prove the truthfulness. The offence of obstruction or conditioning of the procedures for Cyber Security and of the related inspection and supervisory activities could be committed in the case of the violation of certain regulatory obligations, in certain ways, or the release of false information or the omission of due information and the obstruction of the supervisory functions. The rule refers, indeed, only to the procedures for the formation of the lists (under paragraph 2, letter b)), to the award procedures (under paragraph 6, letter a)) and to the supervisory function (under paragraph 6, letter c)).

Persons involved

- CITO

- Privacy & Cyber Security Manager

Controls: general principles and specific protocols

Code of Ethics: specific principles and rules of conduct are provided aimed at protecting the legal interests considered by the offences in question (principle no. 4.2.8 “*Computer systems*”).

Information security policy: GNV has formalised an information security policy, ensuring its adequate communication to all company personnel. The company has defined a person responsible for the updating and maintenance of the security policy (Privacy & Cyber Security Manager – CISO). The responsibilities for security management and for responding to security incidents have been defined. Within the port-security legislation (ISPS Code), GNV has identified the Port Facility Security Officer and implemented and formalised the Port Facility Security Plan, respectively at each terminal where it operates under concession. GNV, in its capacity as an operator of essential services in the transport sector, falls among the persons subject to the cybersecurity perimeter, with respect to which it has implemented a specific Risk Assessment and Organisational Model on cybersecurity.

Inventory and classification of applications and databases: an updated inventory of the applications and databases in use by users exists and is partially maintained. In particular, an analysis and mapping of the on-board applications and databases has been prepared, while an analogous activity is planned for the applications and databases used at GNV’s offices. An updated inventory of the software and hardware in use by users exists and is partially maintained.

Profiling of access to the computer system: the company has implemented a formal authorisation system for defining the business requirements for access to data and the access rules and rights for each user or group of users. Periodic checks of the authorisation system are carried out. Access to company applications is allowed only by means of

authentication credentials (user-id and password). The identification codes for accessing the applications and the network are individual and unique. Periodic checks are carried out on the authentication credentials (checks on unused user-ids, checks on password expiry). Policies exist and the guidelines for the selection and use of passwords have been communicated to all users. Policies and procedures exist relating to the passwords for accessing specific data and systems classified as critical or sensitive. Policies and procedures exist relating to the characteristics of the passwords for accessing the applications and the network.

Special privileges: the special privileges for the operating systems, applications and databases are controlled and granted to the personnel strictly necessary. Periodic checks of the special privileges are carried out.

Remote access to systems: formal procedures exist for assigning remote access to systems by third parties (e.g. consultants, suppliers, etc.). Controls exist for the authentication of remote users and systems. Periodic checks on remote access are carried out. These checks are also governed on a contractual basis by means of specific privacy and cybersecurity clauses.

Systems monitoring: the systems keep track of successful and failed user access to the company network and to the applications. The systems keep track of successful and failed user access to the so-called *business-critical* applications. Operating procedures for monitoring the use of the systems in order to ensure that users are performing only authorised operations have been partially implemented. Tracking mechanisms are applied for the relevant transactions carried out through applications. Tracking mechanisms are applied for the transactions carried out by the system administrators.

Physical and environmental security: formal procedures exist for the analysis of risks and the consequent design of the physical areas containing computer assets. Controls are adopted and guidelines are communicated to third parties (consultants, suppliers, etc.) for access to secure areas. Specific physical-security measures are adopted for the protection

of the data centre (CED). Procedures have been formalised for the management of the physical credentials for access to the systems' sites or to the systems themselves, such as badges, pins, access codes, token authenticators, biometric values, etc. Formalised procedures exist for the management of the security of the systems' sites, including, e.g., the methods of surveillance, the frequency, the responsibilities, the reporting of violations/break-ins of the places or security measures, and the countermeasures.

Operations management: the procedures for the operational management of the information systems are documented and updated. The principle of separation of duties is applied to reduce the risk of unauthorised modifications or improper use of information. Security controls are established and formalised in the contracts with third parties for the outsourcing of processing activities.

Malicious code and use of software: anti-virus software is installed and regularly updated on all clients and servers. Email attachments and downloads from the Internet are checked. Tools are used to limit users' access to the Internet to authorised sites only. Procedures for restoring the systems in the event of a virus emergency have been implemented. Procedures are adopted to ensure the use of authorised and licensed software. Periodic verification activities of the installed software are carried out.

Back-up and disaster recovery: data and software backups are carried out regularly. Procedures defining the backup activities for each application (frequency, number of copies, retention period, etc.) are adopted. The backup copies are kept in a place at a sufficient distance from the main site. Tests on data restoration are carried out. Procedures exist for the management of removable magnetic media. Before the reuse or disposal of computer equipment, the information present is totally erased. The formalisation of Disaster Recovery plans to ensure the continuity of the computer systems, as well as of Business Continuity plans to ensure the continuity of the critical processes, has been started.

Network security controls: responsibilities for the management of the network have been defined. Security controls are provided to ensure the confidentiality of the data within the

network and of those in transit on public networks (e.g. use of secure protocols – SSL, SSH, etc.). Network-segregation mechanisms are adopted. Network-traffic monitoring tools and solutions are adopted (e.g. IDS systems). Mechanisms for tracking security events on the networks (access, operations on critical systems, etc.) are implemented.

Processing control and data validation: partial controls are adopted aimed at verifying the authenticity of the content of electronic transactions.

Email and other methods of exchanging information: the Company has adopted and communicated a policy on the correct use of email. The possible security risks connected with the use of email have been analysed.

Systems development and maintenance: development and test environments are available for some of the applications in use at GNV. Controls exist for putting the software and its updates into production. Procedures are adopted for the periodic implementation of security patches on the systems. Controls exist for access to the source programs. Procedures exist for controlling the development of outsourced software. The company has defined a change-management procedure understood as maintenance to the software or new implementations. Formalised procedures exist covering the process for the implementation and maintenance of new hardware, governing the responsibilities and operational methods.

Cryptographic controls: specific encryption techniques are used for the protection of critical information. In this area, procedures for the use of cryptographic controls for the protection of critical information have not been formalised; controls are provided for the protection of the encryption keys from possible modifications, destruction and unauthorised uses; a key-management system exists for their generation, distribution/revocation to users and archiving. Digitally signed computer documents are not used within the company processes.

Security-incident management: procedures and tools for detecting security incidents are adopted. Procedures for reporting and communicating security incidents to the persons

concerned are adopted. Responsibilities and procedures have been defined for responding to incidents relating to the logical security of the IT infrastructures.

Compliance with privacy legislation: policies and procedures exist governing the activities provided for by the Privacy legislation. An organisational model for the management of the Privacy obligations (appointments of the data processors, appointments of the persons in charge of processing, information notices, etc.) has been defined and formalised. Periodic training of the employees on Privacy and information-security topics is carried out.

Control activity: periodic technical-verification activities of the security of the systems are carried out (e.g. *penetration tests*, *vulnerability assessments*, etc.). Half-yearly reporting on the state of the information systems is carried out.

Cybersecurity: GNV, in view of the transport sector in which it operates, falls among the persons subject to Directive EU 2016/1148 (the so-called NIS Directive), to the provisions of Legislative Decree 65/2018, as well as to Decree-Law no. 105 of 2019 and the subsequent relevant legislation that delineated the national cyber-security perimeter. In this regard, the company has: implemented the Risk Assessment to verify the conformity of its IT infrastructures in terms of security measures; implemented the Cybersecurity Organisational Model; identified and formalised the company function of the Information Security Officer (CISO); and obtained the PCI DSS certification concerning security in the management of credit cards and the sensitive data of their holders.

E) OFFENCES AGAINST INDUSTRY AND COMMERCE

1. The relevant legislation

Art. 25-bis.1 of Legislative Decree 231/2001

- Disturbance of the freedom of industry and commerce (art. 513 c.p.);
- Unlawful competition with threats and violence (art. 513 *bis* c.p.);
- Frauds against national industries (art. 514 c.p.);

- Fraud in the exercise of trade (art. 515 c.p.);
- Sale of non-genuine foodstuffs as genuine (art. 516 c.p.);
- Sale of products with false marks (art. 517 c.p.);
- Manufacture and trade of products realised by usurping industrial-property titles (art. 517 *ter* c.p.);
- Counterfeiting of geographical indications or designations of origin of agri-food products (art. 517 *quater* c.p.).

2. The sensitive activities

The activity found to be potentially sensitive under the offences in question, in light of the mapping analysis carried out, is indicated below:

1) MANAGEMENT OF RELATIONS WITH CUSTOMERS

Inherent risks and ways of materialisation

The offence under art. 513 c.p. “Disturbance of the freedom of industry and commerce” could, in theory, be carried out by means of the use of fraudulent means to prevent or disturb the exercise of an industry or a trade. Within the activity of managing relations with customers aimed at acquiring orders, the offence under art. 513 bis c.p. “Unlawful competition with threats and violence” could, in theory, be carried out where “threats”, “violence” or other intimidatory conduct is used in an attempt to prevail over the other competitors. The offence under art. 517 c.p. “Sale of industrial products with false marks” could, finally, in theory be carried out by means of two alternative forms of conduct, consisting in “putting up for sale” or “otherwise putting into circulation” products with a deceptive capacity for consumers.

Persons involved

- *P-CdA (Chairman of the Board)*
- *CEO*
- *CSMO*

- *PSM*
- *RET*
- *HOD*
- *FS*
- *Marketing Office*

Controls: general principles and specific protocols

Code of Ethics: specific ethical principles are provided regarding the protection both of the principle of fair competition and of industry and commerce (Principle no. 6.10 “*Protection of competition*”).

Delegations and powers of attorney: the Chairman of the Board is granted the power to represent, promote and protect the image of the Company vis-à-vis all public or private institutions, trade associations, sector operators, the media and the influential stakeholders; to monitor the ships market and maintain relations with sector operators in order to assess and propose to the Board potential purchases, sales and/or charters of fleet units; and to start negotiations to be submitted to the Board. The CEO is granted the power to approve, conclude, modify, assign and terminate contracts concerning the transport of persons and/or goods; to approve, conclude, assign or modify contracts with maritime agents, port authorities and maritime stations for the management of the calls of the company fleet’s vessels; and to approve, conclude, modify, assign and terminate contracts concerning the supply and granting of on-board products and services connected with the maritime-transport activity, whose disbursements are included in the pro-tempore budget.

Process management: the commercial process is divided into the segments of passenger transport (under the Passengers Sales Marketing area: direct sales through the ticket offices, contact center and online sale, and indirect sales through travel agencies and online operators), goods transport (under the Freight Sales area: out-bound and in-bound

management) and time-charter ship chartering (under the Passengers Sales Marketing area).

Traceability: the operation of the ticket offices is tracked by means of a specific IT system.

Pricing: the definition of the sale prices (so-called dynamic pricing) is based on the following parameters: competitors' prices; ship capacity; sales history and market trend. The base price list (so-called strategic pricing) is defined by the Revenue Management Office.

Training: training courses are provided for the persons responsible for the areas most involved in competitive aspects (i.e. senior management, commercial, marketing and purchasing areas), aimed at raising awareness of unfair-competition issues.

Procedures: GNV has implemented the following procedures in relation to commercial management: PR VISION ORG 30 – Commercial management of critical issues, and the supplementary procedures IL MERCI 01, IL MKR OP 01 and IL OPERATIVO PORTI 01.

2) HOSPITALITY AND FOOD & BEVERAGE MANAGEMENT

Inherent risks and ways of materialisation

The offence under art. 517 c.p. "Sale of industrial products with false marks" could, in theory, be carried out by means of two alternative forms of conduct, consisting in "putting up for sale" or "otherwise putting into circulation" products with a deceptive capacity for consumers. The offences under arts. 515, 516, 517, 517-ter and 517-quater c.p. are abstractly conceivable also in relation to the activity carried out by GNV as regards the conduct of the *Hospitality* activity and the serving of *food & beverage* on board.

Persons involved

- *P-CdA (Chairman of the Board)*

- *CEO*

- *CSMO*

- *RET*

- *HOD*
- *FS*
- *LEG*

Controls: general principles and specific protocols

Code of Ethics: specific ethical principles are provided regarding the protection both of the principle of fair competition and of industry and commerce (Principle no. 6.10 “*Protection of competition*”).

Delegations and powers of attorney: the Chairman of the Board is granted the power to represent, promote and protect the image of the Company vis-à-vis all public or private institutions, trade associations, sector operators, the media and the influential stakeholders; to monitor the ships market and maintain relations with sector operators in order to assess and propose to the Board potential purchases, sales and/or charters of fleet units; and to start negotiations to be submitted to the Board. The CEO is granted the power to approve, conclude, modify, assign and terminate contracts concerning the transport of persons and/or goods; to approve, conclude, assign or modify contracts with maritime agents, port authorities and maritime stations for the management of the calls of the company fleet’s vessels; and to approve, conclude, modify, assign and terminate contracts concerning the supply and granting of on-board products and services connected with the maritime-transport activity, whose disbursements are included in the pro-tempore budget.

Process management / Roles and responsibilities: the Hotel Operations Director function manages and supervises the Food & Beverage processes and the Hospitality management (reception, hospitality, hotel). The management of procurement is entrusted to the group company MSC Food & Beverage Division by means of a specific intercompany service contract. The HO Office defines, interfacing with the on-board managers of the ships, the annual procurement needs (quantity and type of products), managing the relations with the relevant buyers of F&B Division. A shortlist of potential suppliers is subsequently presented

to the HOD, with an indication of the economic and contractual terms, for the final decision and the formalisation of the contractual relationship.

Procedures/Certifications: HACCP; ISO 9001 certification. *Operating Instructions:* work instruction IL HTL 18 Withdrawal – recall of non-conforming product; work instruction IL HTL 19 Food labels.

Contracts: all relations with the product suppliers are formalised in specific Framework Agreements and subsequent reference orders, previously shared with and validated by the legal office.

Traceability: the procurement requests by the on-board team to the HO Office are tracked by means of the NEGOZIANDO management software, which interfaces with the NAVISION general-accounting software for order management and accounting entries. NEGOZIANDO also tracks the on-board payments (the takings connected with the hospitality and food & beverage services).

Audit: specific audits at the ships and at its suppliers/distributors are provided, by the Hotel Inspector function, in order to verify the adequacy of the systems used for production and compliance with the rules provided by law.

F) OFFENCES OF NEGLIGENT MANSLAUGHTER AND SERIOUS OR VERY SERIOUS NEGLIGENT INJURY COMMITTED IN BREACH OF THE ACCIDENT-PREVENTION RULES AND THE RULES ON THE PROTECTION OF OCCUPATIONAL HEALTH AND SAFETY

1. The relevant legislation

Art. 25-septies of Legislative Decree no. 231/2001

- Negligent manslaughter (art. 589 c.p.)

- Serious and very serious negligent injury (art. 590, paragraph 3, c.p.) committed in breach of the accident-prevention rules and the rules on the protection of health in the workplace.

For the first time, the punishability of entities was provided (among other things, also with disqualifying sanctions) for offences prosecutable on a negligent basis; previously, all the predicate offences required the existence of intent (awareness and willingness of the criminal action).

1.1 The accident-prevention rules and the rules on the protection of occupational health and safety

The accident-prevention rules, aimed at the protection of health and safety in the workplace, referred to by the aforementioned articles of the Criminal Code, find their fundamental regulation in the legislation in force in **Legislative Decree no. 81 of 9 April 2008, implementing article 1 of law no. 123 of 3 August 2007 (hereinafter the “Consolidated Law on Safety” or, simply, “TUS”)**. The **Risk Assessment Document** (hereinafter “DVR”) is the document in which the activity of assessing “all the risks to the health and safety of workers” – including those concerning particular groups of workers – must be formalised (art. 28, paragraph 1, of the Consolidated Law), which the employer, together with the further persons identified by the legislation in question, must carry out. The risk-assessment process required by the Consolidated Law must concern all the risks to the safety and health of workers, including those concerning groups of workers exposed to particular risks, among which also those connected with work-related stress, and those concerning pregnant workers. That document imposes the further obligation to identify and implement specific preventive protection measures, as well as the provision of suitable **Personal Protective Equipment** (hereinafter “PPE”). When the TUS addresses workers, unlike what was established by the former Legislative Decree 626/94, it intends to refer to the person who, regardless of the contractual type, carries out a work activity within the organisation of a public or private employer, with or without remuneration, even for the sole purpose of learning a trade, an art or a profession. Therefore, the Consolidated Law broadens the scope of application, taking into consideration all workers, subordinate and self-employed, as well as

the persons assimilated to them, with the exception of those employed in domestic and family services.

1.2 The Organisational Model with reference to the offences under art. 25-septies

Art. 5 of Legislative Decree 231/01 requires, for the configurability of the entity's liability, that the offence has been committed in the "interest or to the advantage" of the entity itself. Having regard to the negligent nature of the offences in this section, which are characterised by the lack of will of the event on the part of the acting subject (and, moreover, excluding the possibility that there is a direct interest of the Company in the occurrence of the accident event), it is considered that, as highlighted by the Confindustria Guidelines for the construction of the Organisation, management and control Models under Legislative Decree 231/2001, the advantage for the entity may be found in the saving of costs and/or time that may be achieved by not fully implementing the safeguards required by the rules protecting the health and safety of employees. The TUS, moreover, in art. 30 makes a specific reference to the Organisation and management Model under Legislative Decree 231/2001, which, in paragraph 5, introduces a presumption of conformity of the Model with the requirements required by the same article in paragraph 1, where the Company has equipped itself with a Safety Management System conforming to the Uni-Inail Guidelines or to the ISO 45001 Guidelines.

2. The sensitive activities

The peculiarity of the legislative provision, which differentiates the negligent offences under art. 25 *septies* from the other types of predicate offences examined so far, does not, in fact, allow any activity or company sector to be excluded *ex ante* from the operational scope of the cited art. 25 *septies*. Therefore, as a sensitive activity under Legislative Decree 231/2001, the broadest activity of "**management of the prevention and protection system for occupational health and safety**" is identified: this activity consists in the adoption of the preventive measures provided for by the accident-prevention legislation and in the observance of the general principles that require the productive activity to be carried out in

such a way that no harmful consequences derive to the workers. In particular, this activity includes:

- ✓ the monitoring of and compliance with the legislation in force applicable to the company reality;
- ✓ the definition of the organisational structure and of the roles involved in the management of safety aspects;
- ✓ the assessment of risks and the preparation of the prevention and protection measures;
- ✓ the management of collective and/or individual protective measures in order to make them adequate to contain or eliminate the risks;
- ✓ the management of emergencies;
- ✓ the management of contracts and the related safety aspects;
- ✓ the management of the health-surveillance activity;
- ✓ the management of the training of personnel on safety topics;
- ✓ the management of the maintenance and verification activities of machinery/plant;
- ✓ the management of the periodic safety meetings and of the documentation and recording of the activities carried out.

Persons responsible under Legislative Decree no. 81/2008

- *CEO (Employer under Legislative Decree 81/08)*
- *Employer's Delegate (under art. 16 of Legislative Decree 81/2008)*
- *RSPP (Head of the Prevention and Protection Service)*
- *Managers (Dirigenti)*

- *Supervisors (Preposti)*
- *Competent Doctor*
- *RLS (Workers' Safety Representative)*
- *ASPP (Prevention and Protection Service Officers)*

Functions involved as regards safety under Legislative Decree no. 272/1999

- *CEO/Employer*
- *Employer's Delegate/RSPP*
- *Competent Doctor*
- *RLS*
- *Members of the emergency teams*

Controls: general principles and specific protocols

Code of Ethics: specific ethical principles are provided for the protection of occupational health and safety (principles nos. 2.4 "*Rights and duties of employees*" and 2.5 "*Protection of health and safety in the workplace*").

Organisational structure and responsibilities: the delegation of the employer function has been conferred. The delegations are in line with the legal requirements under art. 16 of Legislative Decree 81/08 and have been conferred on persons who have the technical-professional requirements suitable for exercising the delegated functions. Information flows to the Company's administrative body (e.g. Managing Directors, Chairman and Board) are provided in relation to the management of safety and the state of implementation of the planned investments. The Head of the Prevention and Protection Service (RSPP) has been formally appointed. The RSPP possesses adequate requirements and competences and has carried out the due training. The competent doctor has been formally appointed. The workers' safety representative(s) (RLS) has/have been elected, has/have carried out the due training provided by law and has/have been delivered a copy of the risk-assessment document.

Control by the Supervisory Body (OdV): all the persons involved identified above represent the first and second level of monitoring. The third level of monitoring is carried out by the Supervisory Body, which verifies the functionality of the overall preventive system adopted by the Company for the protection of the health and safety of workers. In order to allow the Supervisory Body to effectively carry out the said control, a constant flow of information between the persons involved (in particular, between the Employer's Delegate/RSPP and the OdV) is ensured.

Risk assessment: the Company, in application of the provisions of the TUS, carries out and updates, on an ongoing basis, the assessment of the risks to the safety and health of workers in the workplace, taking adequate account of any change in the operational processes and in the organisation of work and/or of the workplaces themselves. The risk assessment and the related prevention and protection measures considered necessary and/or appropriate are adequately formalised in the specific Risk Assessment Document (the "DVR", implemented for each of the company sites). In this regard, the Company has developed specific Procedures aimed at defining: the reference criteria for carrying out the risk assessment and the consequent updating of the DVR; the analysis of the results obtained from the various specific-risk assessments or from the technical reports; the improvement measures following the results of the risk assessment, the related responsibilities and timeframes for implementation, and the periodic monitoring of the state of progress. In particular, the Company:

- ✓ has identified the criteria adopted for the risk assessment;
- ✓ has identified the prevention and protection measures and the PPE;
- ✓ has prepared a programme for the improvement over time of the safety levels;
- ✓ has identified the procedures for implementing the measures to be carried out, as well as the roles of the company organisation that must provide for them;

- ✓ has indicated in the DVR the name of the head of the prevention and protection service, of the workers' safety representative and of the competent doctor who participated in the risk assessment;
- ✓ has identified the duties that expose workers to specific risks requiring a recognised professional capacity, specific experience, adequate training and knowledge of the work context;
- ✓ periodically updates the risk assessment and the related document, also on the basis of the knowledge acquired through technical progress and in relation to any organisational changes;
- ✓ has prepared suitable procedures and has identified the persons responsible for the verification and periodic updating of the legislation on occupational health and safety;
- ✓ convenes (at least annually) and minutes the periodic meeting under art. 35 of Legislative Decree 81/08, in which the Competent Doctor and the Managing Director also participate; at its conclusion, minutes are drawn up for traceability purposes.

ISO 45001 certification: the company has implemented a Safety Management System that has obtained the ISO 45001 certification. This SMS, through the documents of the integrated-system management Manual and a series of formalised and operational procedures, makes it possible to ensure adequate control regarding the Safety and Health of Workers, in addition to compliance with the mandatory rules. The procedures and operating instructions belonging to the SMS form an integral part of this Model.

Health surveillance: the Competent Doctor verifies the requirements/fitness of the personnel preliminarily to the assignment of duties and/or to the change of duties and upon request; carries out the periodic health checks by inspecting the workplaces (at least once a year); preserves the health documentation in their possession; prepares and oversees the implementation of the health plan for the personnel; participated, as far as within their competence, and in any case reviewed the risk-assessment document; establishes, updates

and keeps a health and risk file for each worker subject to health surveillance; is consulted preliminarily to the purchase of PPE; sends the health and risk files to the relevant health authorities upon the termination of the employment relationship; and participates in the periodic meeting under art. 35 of Legislative Decree no. 81/2008, where they communicate in writing the collective anonymous results of the health surveillance for the purpose of preparing the measures to protect the psycho-physical integrity of the workers.

Detection and management of accidents: for traceability purposes, the Company has prepared and keeps updated the Accidents Register, in which accidents, incidents and near-misses are recorded. Any event recorded must subsequently be analysed by the Company in order to adopt the necessary technical-organisational corrections.

Workplaces, PPE, plant and work equipment: the signage required by the legislation in force has been affixed in the workplaces and is periodically verified and updated. The PPE has been identified. Workers are equipped with the personal protective equipment suitable for the risk to which they are exposed. The delivery of the PPE to employees is formalised and recorded. The workplaces, machinery, plant and work and safety devices are subject to regular technical maintenance, cleaning and control. Records and documentation of the control/maintenance activities carried out, both internal and external, are kept. For each machine, the documentation attesting conformity with the machinery directive (Presidential Decree 459/1996) is present in relation to the machinery and plant installed and used. For all plant, the updated conformity documentation under Ministerial Decree 37/2008 is present.

Emergency management: procedures for the management of emergencies (fire and first aid) are formalised. The fire-fighting safeguards are periodically checked as required by law and are subject to suitable maintenance. The periodic checks and maintenance are suitably documented. The emergency-management teams (fire-fighting and first-aid teams) have been appointed. The members of the fire-fighting and first-aid teams have attended the relevant courses and obtained the relevant certifications. The emergency-management procedures have been communicated to all employees. Employees are aware of the names

of the members of the emergency teams. Periodic general evacuation drills are carried out and minuted. The fire-safety Register is kept and updated. The procedures are constantly kept updated in light of the changes that occur in the organisation of work or otherwise.

Information and training: workers are assigned to the duties they are to fill having due regard to their specific qualities and qualifications. Workers receive adequate training/information on the risks and on safety and hygiene in general (including electrical and fire risks, specific risks relating to the duties filled, correct use of PPE, correct use of machinery, etc.). The periodic updating of the workers' training is carried out. Information and training are carried out in advance for new recruits and for personnel subject to a change of duties. A learning verification of the participants is carried out at the end of the training courses. Training activities are always recorded. Supervisors receive adequate and specific training in relation to their tasks on occupational health and safety.

Workers' Safety Representative: the RLS is consulted in advance and promptly regarding the risk assessment, the identification, planning, implementation and verification of prevention in the company; took part in drafting the risk-assessment document and their name is indicated in that document; receives, upon request, a copy of the risk-assessment document and the company documentation concerning the prevention measures relating to dangerous substances and preparations, machines, plant, the organisation and work environments, accidents and occupational diseases; is consulted on the designation of the head and officers of the prevention service, the fire-prevention activity, first aid, the evacuation of the workplaces and the competent doctor; must receive training on health and safety concerning the specific risks existing in the areas in which they exercise their representation; participates in the periodic meeting convened under art. 35 of Legislative Decree 81/08; and must be consulted regarding the organisation of training.

Contracts for works and services: the Company has a procedure that defines the management of contracts or works entrusted to third parties and that ensures that the required documentation is collected and preserved and that the required activities are

correctly carried out; this procedure identifies the scope of application and the methods of drafting the DUVRI (Single Document for the Assessment of Interference Risks).

Covid-19 contagion-risk prevention measures: GNV has implemented the following Covid-19 prevention measures: a shared protocol regulating the measures for countering and containing the spread of the Covid-19 virus in the workplaces (offices – terminals – ticket office); the identification and appointment of the Biosafety Committee for the management of infection prevention and control; the updating of the DVR in relation to the infection risk deriving from exposure to biological agents; the Covid-19 Manual – HTL on-board provisions; the Isolation Protocol; the protocol for transferring positive crew members and passengers in biocontainment, in order to manage the transfer by means of the company vessels of crew members or passengers positive to the Covid-19 Test in biocontainment, ensuring the safety of the crew and passengers of the unit; the monitoring of the relevant regulatory framework, both of primary and secondary source; and the identification, by means of specific letters of appointment, of the persons responsible for the verification of the green passes in the workplaces (shore-board).

G) OFFENCES OF RECEIVING STOLEN GOODS, MONEY LAUNDERING AND USE OF MONEY, GOODS OR BENEFITS OF UNLAWFUL ORIGIN, AS WELL AS SELF-LAUNDERING

1. The relevant legislation

Art. 25-octies of Legislative Decree no. 231/2001

- Receiving stolen goods (art. 648 c.p.)
- Money laundering (art. 648-bis c.p.)
- Use of money, goods or benefits of unlawful origin (art. 648-ter c.p.)
- Self-laundering (art. 648-ter.1 c.p.)

1.2 The relevant legislation: art. 25-octies, paragraph 1 “Self-laundering”

On 15 December 2014, Law no. 186 of 15 December 2014 was approved, containing “Provisions on the emergence and return of capital held abroad, as well as for strengthening the fight against tax evasion. Provisions on self-laundering”, which introduced art. 648-ter.1 c.p. into art. 25-octies, paragraph 1, of Legislative Decree 231/01.

Self-laundering (art. 648-ter.1 c.p.): *the penalty of imprisonment from two to eight years and a fine from EUR 5,000 to EUR 25,000 applies to anyone who, having committed or participated in committing an intentional crime, uses, substitutes or transfers, in economic, financial, entrepreneurial or speculative activities, the money, goods or other benefits deriving from the commission of such crime, in such a way as to concretely hinder the identification of their criminal origin. The penalty is imprisonment from one to four years and a fine from EUR 2,500 to EUR 12,500 where the act concerns money or things deriving from a regulatory offence punished by imprisonment exceeding one year in the maximum or six months in the minimum. The penalty is reduced if the money, goods or other benefits derive from a crime for which the penalty of imprisonment of less than five years in the maximum is established. The penalties provided for by the first paragraph apply in any event if the money, goods or other benefits derive from a crime committed under the conditions or for the purposes referred to in article 416-bis.1. Outside the cases referred to in the preceding paragraphs, the conduct for which the money, goods or other benefits are destined for mere use or personal enjoyment is not punishable. The penalty is increased when the acts are committed in the exercise of a banking or financial activity or another professional activity. The penalty is reduced by up to half for those who have effectively endeavoured to prevent the conduct from being carried to further consequences or to secure the evidence of the offence and the identification of the goods, money and other benefits deriving from the crime. The last paragraph of article 648 applies.*

As is clear from the wording of the rule, for the offence of self-laundering to arise, all the offences from which proceeds capable of economic valuation derive are relevant — in essence, any form of crime capable of producing proceeds. The offence in question will be carried out if the following three circumstances exist at the same time: (1) a supply consisting

of money, goods or other benefits is created or contributed to — through a first offence, the predicate offence; (2) the aforementioned supply is used, through further and autonomous conduct, in entrepreneurial, economic and financial activities; (3) a concrete obstacle is created to the identification of the criminal origin of the aforementioned supply.

A consideration concerning the application of the rule relates to the material impossibility of carrying out a complete and systematic mapping of the predicate-offence cases of the offence of self-laundering, given the legislative technique adopted of a mere blanket reference to the category of crimes and regulatory offences. Despite these difficulties, an approach was nevertheless considered more reliable, in terms of proving the absence of an organisational fault attributable to the entity, aimed at identifying the offence cases most relevant in application experience as predicate offences of money laundering, from which a proceed endogenous or exogenous to the entity may derive. The main operational results arising from the reports of suspicious transactions show that the most frequent base-offences of money laundering are the following: offences against property, tax offences, offences against public faith, offences against the public administration, corporate offences, bankruptcy offences, financial offences and organised-crime offences.

Since most of the aforementioned base-offences already form part of the so-called catalogue of predicate offences under Legislative Decree no. 231/2001, it is possible to refer to the Special Parts of the 231 Model dedicated to the principles of conduct and the safeguards already implemented for the prevention of those offences, as measures to mitigate the risk of self-laundering. As regards the further cases not falling within the shadow cone of business risk, such as, for example, the offence of extortion, misappropriation, robbery, etc., where they entail a proceed exogenous to the entity, the safeguards already put in place with regard to the offence of money laundering are recalled for their prevention. Where, conversely, they entail a proceed endogenous to the entity, the inclusion of compliance with the legal obligations within the Code of Ethics adopted by the Company is considered sufficient, as well as the provision of the integrity requirements of the corporate bodies contained in the Articles of Association. Therefore, the only cases not currently included in Legislative Decree

no. 231/2001, but which may be ascribed to the predicate offences of self-laundering, and which at the same time find a counterpart within a business activity, are those attributable to Legislative Decree 74/2000, which governs tax offences. In this sense, for the purposes of mapping the offence of self-laundering, the tax-risk management process was examined.

As regards the use of the aforementioned supply, the mapping activity consisted in the investigation of the possible further and autonomous conduct, verifiable in the company context, that abstractly could entail the use of the unlawful supply in entrepreneurial, economic and financial activities. In this sense, the subject of analysis was, in addition to the payables cycle and the receivables cycle, intragroup transactions as well as those with companies not belonging to the group and/or with a registered office abroad. Moreover, since the rule also requires that such use be capable of concretely hindering the identification of its unlawful origin, in carrying out the analysis it was reasonably considered that certain activities of using the unlawful proceed are not capable of concretely hindering its criminal identification, such as all those economic activities that constitute the ordinary company activity; in this sense, an example may be the payment of employees' salaries with the proceeds of the predicate offence.

2. The sensitive activities

The activities found to be potentially sensitive under the offences in question, in light of the mapping analysis carried out, are indicated below:

Macro-activity	Description
1) Management of payments, collections and the use of cash	Management of treasury and petty cash
2) Receivables cycle and debt collection	Management of commercial and marketing activities with commercial customers/partners aimed at acquiring orders, management of commercial credit and of the debt-collection activity

Macro-activity	Description
3) Payables cycle – purchase of goods and services	Management of the process of purchasing goods and services
4) Intragroup transactions	Management of intragroup operations and transactions
5) Extraordinary transactions or transactions on the company’s capital	Management of transactions on the company’s assets or extraordinary transactions (e.g. mergers or acquisitions)
6) Management of tax obligations	Management of the obligations aimed at the payment of taxes

1) MANAGEMENT OF PAYMENTS, COLLECTIONS AND THE USE OF CASH

The potential risk concerns the management of treasury operations and the use of cash. By way of example, this activity could be relevant where GNV pays and/or collects cash deriving from a crime (committed, including by way of complicity), reintroducing it into the economic-financial activity of the Company while concealing its unlawful origin.

Persons involved

- *CdA (Board of Directors)*
- *CEO*
- *CFO*
- *Treasury Manager*

Controls: general principles and specific protocols

Code of Ethics: specific ethical principles are provided aimed at mitigating the offence-risk (see in particular paragraph no. 1.1 “*Compliance with laws, deontological provisions, regulations and procedures*”, paragraph no. 6 “*Rules of conduct in company activities*” and paragraph no. 6.1 “*Operations and transactions*”). With reference precisely to anti-money-laundering conduct, the general principles and operating precepts contained in par. 6.8

“Activities aimed at receiving stolen goods, money laundering, the use of money, goods or benefits of unlawful origin and self-laundering” are recalled here.

Powers of attorney and delegations: only persons duly authorised by means of a power of attorney/delegation may proceed with the execution/authorisation of payment operations.

Roles and responsibilities: the Chief Port Operations Officer function is in charge of coordinating the ticket offices (for the sale of tickets; check-in; issue of bills of lading) and the connected issues concerning the GNV personnel employed and the management of the cash collections deriving from the sale of tickets. The Administration and Finance Office manages the accounting operations concerning the collections from the sale of tickets. The Head of Retail supervises and manages the activities of marketing goods at the on-board shops, where consumer goods and duty-free products (alcohol and cigarettes) are sold; the Head of Retail is responsible for the management of the on-board shops, designing, implementing and ensuring the definition of the service standard for the economic activities.

Operational management: the company markets tickets by means of ticket offices managed by the company itself, as well as by means of ticket offices managed by third-party companies by virtue of a specific service contract. A petty cash exists at the operational headquarters, used for ordinary office expenses, managed by the Treasury Office.

Procedures: the Company has formalised procedures PR VISION ORG 23 (operational methods of port ticket offices), PR VISION ORG 32 (free and/or discounted tickets) and PR VISION ORG 50 (cash management at national port ticket offices). As regards the management of the collections at the Shops of the fleet where GNV operates, this is governed by the work instruction IL RTL 01 Management of the GNV shop, which governs the management of collections, of the cash desks and of the use of cash.

Traceability: the operation of the ticket offices is tracked by means of a specific IT system. The traceability of payments is ensured by means of a specific IT system.

Protocols: the Company operates observing the following rules. *Payment management:* reconciliation of bank movements with the accounts; separation of roles between those who prepare, those who execute and those who authorise the payment operations; traceability and archiving of the relevant documentation; verification of the correspondence of the amounts to be paid with what is detailed in specific Purchase Requests/Orders; preparation of payments only to persons present in the register; and monitoring of the payments charged by the banking institutions. *Collection management:* the same control principles (reconciliation, separation of roles, traceability, verification of correspondence, etc.). *Petty-cash management:* identification of the responsibilities for managing the cash; and segregation of functions and different authorisation levels.

2) RECEIVABLES CYCLE AND DEBT COLLECTION

These are the activities by which GNV manages operations with customers/partners aimed at identifying them, acquiring orders, managing commercial credit and recording these operations on the management system. The potential risk concerns the possibility of maintaining relations with customers linked to criminal activities or intent on carrying out unlawful activity, who may therefore make payments with money that is the proceeds of unlawful acts. As regards the offence-risk of self-laundering, this activity could be instrumental to the materialisation of the offence in question, where the financial flow for the payment of an invoice relating to a service provided derives from crimes committed by the Company or in complicity with the contractual counterparty. Moreover, it may take on the rank of a direct sensitive activity, when it entails the use of goods or other benefits deriving from a crime (committed, including by way of complicity), provided that the method is capable of concretely hindering the identification of the unlawful origin of such goods or other benefits.

Persons involved

- *P-CdA (Chairman of the Board)*
- *CEO*
- *CSMO*

- *LEG*
- *AMM*
- *RET*
- *HOD*
- *FS*

Controls: general principles and specific protocols

Code of Ethics: specific ethical principles are provided aimed at encouraging conduct, towards customers, of absolute transparency and correctness (see the principles indicated in paragraphs no. 4 “*Rules of conduct in relations with suppliers and customers*”, no. 6.1 “*Operations and transactions*” and no. 6.8 “*Activities aimed at receiving stolen goods, money laundering, the use of money, goods or benefits of unlawful origin and self-laundering*”). What has already been stated under activity no. 1 is recalled here, with reference to the Company’s conduct in compliance with the anti-money-laundering legislation.

Delegations and powers of attorney: the Chairman of the Board and the CEO hold the commercial-representation and contract powers described in the previous sections (representation and promotion of the company image; monitoring of the ships market; approval, conclusion, modification, assignment and termination of transport contracts; contracts with maritime agents, port authorities and maritime stations; on-board products and services).

Process management: the commercial process is divided into passenger transport, goods transport (out-bound and in-bound) and time-charter ship chartering, as described in Section B.

Procedures: GNV has implemented the following procedures in relation to commercial management and debt collection: PR VISION ORG 30 (and the supplementary procedures IL MERCI 01, IL MKR OP 01, IL OPERATIVO PORTI 01); PR MLC 01 (complaint procedure);

PR VISION ORG 05 (debt-collection management); and PR VISION ORG 37 (complaints management).

Traceability: the operation of the ticket offices is tracked by means of a specific IT system.

Pricing: the definition of the sale prices (so-called dynamic pricing) is based on competitors' prices, ship capacity, sales history and market trend. The base price list (strategic pricing) is defined by the Revenue Management Office.

Customer identification: the Freight & Sales Office conducts analyses on customers aimed at obtaining information on: the purpose and type of the relationship or the service; the legal nature and area of residence of the customer; the verification of the actual existence of the power of representation; the identification and verification of the identity of the persons authorised to sign for the operations; and knowledge of the ownership and control structure of the customer.

Management of credit notes: the issue of credit notes may take place only in the event of a dispute by the customer following an invoice issued by GNV, or in the context of discounts predefined at the start of the year, on the basis of the following authorisation and control steps: sharing of information and joint assessment between the AFC Office and Freight Sales; formal authorisation of the Chief Sales Marketing Officer; and verification of the regularity and correspondence of the underlying transactions by the AFC Office.

Contracts: all commercial relations with customers are formalised in specific standard contracts previously shared with the Legal, Claims & Insurance Office.

Creditworthiness analysis: GNV makes use of third-party companies (Cerved) specialised in the verification of economic-financial soundness, carrying out preliminary checks also with regard to the existence of: protests; insolvency proceedings; and criminal records of the company's directors.

3) PAYABLES CYCLE – PURCHASE OF GOODS AND SERVICES

These are the activities by which the Company manages the purchase of goods and services. The potential risk concerns the possibility of entering into contracts for the purchase of goods/services deriving from unlawful activities, without ascertaining the reliability of the supplier, or of making improper payments to launder money deriving from unlawful activities. As regards the offence-risk of self-laundering, the activity is relevant since goods deriving in reality from crimes that the Company has carried out or contributed to carrying out could be received.

Persons involved

- *CdA (Board of Directors)*

- *P-CdA (Chairman of the Board)*

- *CEO*

- *CFO*

- *CHR*

- *CMOO*

- *HOD*

- *RET*

- *AMM*

- *FP*

- *Technical Purchasing Manager*

Controls: general principles and specific protocols

Code of Ethics: appropriate principles are provided on the management of the purchasing process in order to avert the offences in question. **Congruity assessment:** each *process owner* submits the Purchase Request to an assessment of the congruity of the price requested by the supplier with respect to market values.

Supplier-register management: the following control steps are observed: the collection of information and its insertion into the administrative-accounting system (e.g. supplier name; address: street, locality, country, region; VAT number; reconciliation account); the data concerning the opening, supplementing, modification or deletion of a (supplier) register are formalised within specific documents ensuring the completeness of the data and their updating with respect to regulatory developments; requests for the opening/supplementing/modification of a supplier register must be supported by suitable official documentation received from the supplier; and the verification of the actual performance of the service in accordance with what is established contractually is provided, before proceeding with the payment authorisation and subsequent payment of the invoice received.

Anti-money-laundering and tax-offence protocols: the functions responsible for the process in question involved in a procurement operation, where this presents characteristics such as to make it appear artificial/unusual/anomalous, must suspend the operation, refraining from carrying it out, collect more information, involve a higher hierarchical level and, where it is nevertheless decided to carry it out, do so in such a way as to ensure an adequate level of transparency. In order to circumscribe the assessment that the company functions should make from time to time on the existence of any anomalies deriving from a given operation, the representative scheme of anomalous conduct is used, selected from those indicated by the UIF (Financial Intelligence Unit) in the Communication of 23 April 2012 entitled "*Representative schemes of anomalous conduct under art. 6, paragraph 7, letter b), of Legislative Decree 231/2007. Operations connected with international tax fraud and with invoicing fraud*", recently updated by the UIF communication of 10 November 2020 on intra-Community VAT fraud and on international tax fraud and invoicing fraud, through the publication of a new scheme dedicated to the assignment of fictitious tax credits and other undue uses. By way of example, anomalous operations may involve: persons resident or based abroad, especially if recently transferred, in particular in at-risk Countries or territories; foreign companies (especially holdings) controlled, even indirectly, by persons resident in Italy; insolvent companies that suddenly transfer their registered office abroad; persons

characterised by artificially complex and opaque structures aimed at making the identification of the beneficial owner difficult (trusts, foundations, international business companies or foreign fiduciary companies); companies whose capital has been repeatedly transferred in a short period or is held by non-resident persons; purchases of goods or services at a price manifestly higher/lower than current market values with persons in the same group based abroad; persons lacking real operating structures; companies with limited assets; and payment of invoices by non-traceable means or by third parties extraneous to the contractual relationship. As regards operations connected with tax offences, by way of example, the following are noted, from a subjective standpoint: recently established companies or companies resuming operation after a period of inactivity; companies with flexible and simple legal forms; companies with a registered office distant from the centre of their interests; companies that declared the start of activity at registered offices provided by domiciliation-service providers; companies lacking real organisational structures; companies whose VAT number is ceased or not included in the VIES archive; and companies with legal representatives or shareholders who appear to be mere front men. From an objective standpoint: substantial balancing of the movements recorded on the company accounts, characterised by credits followed by concurrent and systematic cash withdrawals or transfers to recurring beneficiaries; accounting or commercial documentation of dubious authenticity; systematic coincidence of the invoice-settlement date and the issue date; payment of invoices by non-traceable means or by third parties; and exponential growth in the intermediated volumes in the absence of the typical debits of a company relationship.

For the further control safeguards, reference is made to the corresponding activity dealt with in the Section on Offences against the P.A. and its assets.

4) INTRAGROUP TRANSACTIONS

Examples of ways of materialisation

The offence of money laundering or use could, in theory, be carried out where GNV performs a service in favour of another company belonging to the Group using sums, goods or other benefits deriving from the commission of a crime (committed, including by way of complicity).

The activity could also be instrumental to the commission of the offence of self-laundering, by way of example, where the Company carries out intragroup operations with the intent of collecting money, goods or other benefits deriving from crimes committed by the Company itself, or in complicity with the Group company.

Persons involved

- CEO

- CFO

- AMM

- LEG

Controls: general principles and specific protocols

Code of Ethics: specific principles are provided aimed at stigmatising conduct contrary to the transparent conduct of intragroup operations (in particular see, among others, paragraph no. 6.1 “*Operations and transactions*” and paragraph no. 6.8 “*Activities aimed at receiving stolen goods, money laundering, the use of money, goods or benefits of unlawful origin and self-laundering*”).

Intragroup contracts: intragroup relations do not include atypical and/or unusual operations and are governed by normal market conditions. GNV exchanges goods and services with other companies of the GNV Group as well as within the Marinvest Group of which it is part, at both national and supranational level. As regards intragroup relations with the foreign subsidiaries, the relations are formalised as agency contracts. Related-party transactions were carried out at normal market conditions and were put in place by virtue of contracts and agreements that ensure their transparency as well as their substantive and procedural correctness.

Contracts: intragroup service provisions are always formalised in specific contracts prior to the performance of the services, from which the description of the services and the methods of determining and paying the consideration result.

Mapping of intragroup services: the Company has implemented a matrix document of the services performed and received at intragroup level for the entire GNV Group, with an indication of the respective contracts, their validity date and expiry.

DAC 6: at intragroup level, analyses are carried out in relation to cross-border operations falling within the obligations under the European directive known as DAC 6.

5) EXTRAORDINARY TRANSACTIONS OR TRANSACTIONS ON THE COMPANY'S CAPITAL

The management of transactions on the company's assets or extraordinary transactions (e.g. mergers or acquisitions) could be instrumental to the materialisation of the offences of money laundering, use of money of unlawful origin or self-laundering, where such transactions are used to introduce into the economic-financial circuit sums, goods or other benefits of unlawful origin, concealing their criminal provenance. The Company manages these transactions through the competent functions (CEO, CFO, Legal), ensuring their formalisation in specific contracts, the traceability of the related financial flows, the transparency of the conditions applied and compliance with the principles of the Code of Ethics, and recalling the control safeguards set out for the corporate offences and the administrative-accounting processes (see Section B).

Persons involved

- *CdA (Board of Directors)*

- *CEO*

- *CFO*

- *LEG*

6) MANAGEMENT OF TAX OBLIGATIONS

The management of the obligations aimed at the payment of taxes is relevant for the purposes of the offence of self-laundering, since the proceeds deriving from tax offences (the only cases not yet included in the 231 catalogue but attributable to the predicate offences of self-laundering and found within a business activity) could be reused in economic, financial

or entrepreneurial activities so as to conceal their origin. For the description of the activity and the related control safeguards, reference is made to the “Tax offences and PIF Directive” Section of this Special Part, which sets out in detail the tax-risk management process and the Tax Control Framework adopted by the Company.

H) OFFENCES CONCERNING THE VIOLATION OF COPYRIGHT

1. The relevant legislation

Art. 25-novies of Legislative Decree no. 231/2001

- Offences concerning the violation of copyright contained in Law no. 633/1941 “*Protection of copyright and other rights connected with its exercise*” (arts. 171–171-octies).

2. The sensitive activities

1) MANAGEMENT OF COMPUTER SYSTEMS AND NETWORKS

Risk and ways of materialisation

The offence cases concerning arts. 171 septies and octies appear far removed from the reality and the business of the Company, since the latter does not carry out the activity of producing, putting up for sale, importing, promoting, installing, or using for public and private use, apparatus or parts of apparatus for the decoding of conditional-access audiovisual transmissions. Therefore, the level of potential risk of committing them is reasonably reduced to a threshold considered not relevant. Within the macro-activity of “**Management of computer systems and networks**”, conversely, the risk of committing the offences considered by arts. 171, 171-bis and, in particular, by art. 171 ter is abstractly conceivable, where the conduct concerns the unauthorised duplication or extraction or making public of literary or scientific works, or of databases and the management of the telematic network. Within the activities of “use of databases, software licences and access to the internet”, the offence-risk could arise, by way of example, in the unlawful duplication of licensed programs, in the purchase of counterfeit software, or in the placing on the network of software or

another's work protected by copyright, making them freely downloadable or attributing their authorship to oneself.

Persons involved

- CEO
- CITO
- PCS
- Marketing Office

Controls: general principles and specific protocols

Code of Ethics: specific ethical principles are provided aimed at protecting the correct use of databases and software licences in compliance with the copyright legislation (Principles: no. 6.3 "*Management of computer systems*" and 6.5 "*Recognition tools and signs and protection of copyright*").

Management of the website and social media: the operational management of the website and social media, in terms of the uploading of images, photographic services and other informational material, is carried out by the Marketing Office, which, where appropriate, draws on the support of specialised external consultants.

Licence monitoring: a periodic monitoring of the licences, whether its own and/or acquired from third parties (software licences, etc.), is carried out, in compliance with the copyright-protection legislation.

The control safeguards implemented in relation to the prevention of computer crimes are recalled here in full.

2) MANAGEMENT OF MARKETING ACTIVITIES

Risk and ways of materialisation

Within the marketing activities, the offence-risk could materialise in the unlawful use of works protected by copyright in the creation of advertising campaigns (e.g., duplicating/reproducing or disseminating photos, images or sequences for profit).

Persons involved

- CEO
- CSMO
- PSM
- FS
- Marketing Office

Controls: general principles and specific protocols

Code of Ethics: specific ethical principles are provided aimed at protecting the correct use of databases and software licences in compliance with the copyright legislation (Principles: no. 6.3 “*Management of computer systems*” and 6.5 “*Recognition tools and signs and protection of copyright*”).

Roles and responsibilities: the commercial and marketing policy is defined by the CEO, in concert with the Passengers Sales & Marketing and Freight Sales offices. The head of the Marketing Office represents the Company during commercial/trade-fair events aimed at sponsoring the Company’s brand and services, with particular regard to the passenger-transport business, also providing assistance to the Freight Sales Manager function for the marketing and commercial initiatives concerning goods transport.

Process management: the CSMO oversees all the activities aimed at the release of new commercial communications and marketing operations. The marketing initiatives are developed according to the relevant market, also in conjunction with the company’s food & beverage and hospitality sectors. The content of the initiatives is shared in advance, with strategic guidance, at meetings of the Passengers Sales & Marketing Department, approved

by the Director Passengers Sales & Marketing Staff and subsequently conveyed through the external marketing agencies.

Management of relations with the marketing agencies: the concrete execution of the promotional and marketing initiatives is entrusted to external marketing agencies selected through competitive processes, under the supervision of the Marketing Office. The process of defining the content to be placed on the network provides for a moment of verification of compliance with any rights claimed by the authors of the material used (photos, images, tracks, texts), by the marketing agencies on the basis of a specific contractual provision.

I) INDUCEMENT NOT TO MAKE STATEMENTS OR TO MAKE FALSE STATEMENTS TO THE JUDICIAL AUTHORITY

1. The relevant legislation

Art. 25-decies of Legislative Decree no. 231/2001

- Inducement not to make statements or to make false statements to the Judicial Authority (art. 377 *bis* c.p.)

2. The sensitive activities

1) MANAGEMENT OF ANY INVESTIGATIONS AND/OR CRIMINAL PROCEEDINGS LINKED TO THE BUSINESS ACTIVITIES, INCLUDING THROUGH THIRD PARTIES

Risk and ways of materialisation

The offence in question may take on relevance for the purposes of applying the Decree in the case where: there is a criminal trial against any person of the Company itself concerning an offence under Legislative Decree no. 231/2001 (director, board member, manager, executive, employee, worker); an interest of the Company may be discernible in attempting to exert pressure on the person in order to obtain a particular procedural result; another person of the Company carries out the conduct described in the offence under art. 377 *bis* c.p., aimed at preventing the making of statements or at having false statements made in the criminal trial. The offence could abstractly arise with regard to the cases in which a person who has the right not to make statements to the Judicial Authority (i.e. a witness in the event

that they would incriminate themselves, an accused person, including in a connected proceeding, close relatives) is induced into reticence or to make false statements in the interest or to the advantage of the Entity (for example, in order not to reveal information that could prejudice the Company in the context of the proceeding), in exchange for threats (dismissals, demotions) or promises (of money or career progression).

Persons involved

- CEO

- CFO

- LEG

Controls: general principles and specific protocols

Code of Ethics: specific principles and operating precepts are present safeguarding against potential conduct aimed at favouring the commission of the offence in question (principle no. 3.4 “*Relations with the judicial authority*”).

Responsibilities/delegations and powers of attorney: only persons holding a specific power of attorney/delegation are authorised to define relations with persons of the P.A. In particular, the CEO is granted the power to represent the company in court, both as claimant and as defendant, before any authority, appointing lawyers and general or special attorneys with all the necessary powers; to represent the company before the offices, the tax, land-registry and customs commissions at every level; to bring a civil action in criminal proceedings, to settle disputes up to a maximum limit of EUR 150,000.00 per individual dispute, and to intervene in insolvency proceedings. Analogous powers are conferred on the Legal, Claims & Insurance Manager function by means of a specific notarial power of attorney.

Protocols: the company operates observing the following control principles:

- ✓ All the Company’s personnel and those who operate on its behalf must promptly communicate to the HR Manager, or to the function with which they collaborate, any

information relating to the possible occurrence, or the existence, of a criminal trial concerning an offence provided for by the Decree, against themselves or any person of the Company and concerning the activity they carry out in the Company.

- ✓ In particular, the managers, employees and collaborators on any basis of the Company must refrain from unlawful conduct, such as, by way of example: giving or promising money or other benefits to Public Officials or persons in charge of a public service so as to influence the impartiality of their judgement; sending false documents, attesting non-existent requirements or providing guarantees/declarations not corresponding to the truth; deleting documents or destroying archived documents; giving or promising money or other benefits to the legal consultants of the counterparty Companies in a dispute in order to obtain a favourable result.

- ✓ All persons are prohibited from exerting any type of pressure on the persons involved in a proceeding in any capacity or role, such as, by way of example: promising salary increases or career advancements; or threatening dismissals or reductions in remuneration, as well as other forms of demotion or transfer.

L) ENVIRONMENTAL OFFENCES

1. The relevant legislation

Art. 25-undecies of Legislative Decree no. 231/2001. For the identification of the rules referred to by the aforementioned article, see the table below.

Regulatory update – Law 68/2015 and the new provisions on crimes against the environment

Law no. 68 of 22 May 2015 (Official Gazette no. 122 of 28 May 2015 – in force 29 May 2015), entitled “Provisions on crimes against the environment”, introduced into the legal system new environmental-offence cases constituted in the form of crimes. The amendment connects to what is required by Directive of the European Union 2008/99/EC of 19 November 2008 on the protection of the environment through criminal law, whose Preamble (art. 5) specifies that “activities that damage the environment, which generally cause or are likely to cause a

significant deterioration in the quality of the air, including the stratosphere, of the soil, of water, of fauna and flora, including the conservation of species, require criminal penalties endowed with greater dissuasiveness”. In particular, that law introduced into the criminal code Title VI-bis, dedicated to crimes against the environment, inserting new crimes into the legal system; it amended (art. 8, Law no. 68/2015) **article 25-undecies of Legislative Decree no. 231/2001** in order to incorporate new cases among the predicate offences, namely: art. 452-bis c.p. “Environmental pollution”; art. 452-quater c.p. “Environmental disaster”; art. 452-quinquies c.p. “Negligent crimes against the environment”; art. 452-sexies c.p. “Trafficking and abandonment of highly radioactive material”; art. 452-octies c.p. “Aggravating circumstances”; and it made amendments to some predicate offences already provided for by art. 25-undecies of Legislative Decree 231/01: art. 257 of Legislative Decree 152/2006 “Site remediation”; and art. 260 of Legislative Decree 152/2006 “Organised activities for the unlawful trafficking of waste”.

Preliminary analysis on environmental protection

From the preliminary analysis carried out taking into account the characteristics of the offence in question, the typical activity of the Company, and what emerged from the interviews with the Environmental Delegate, the following environmental unlawful acts are abstractly configurable:

Article	Case
Article 452-bis c.p.	Environmental pollution
Article 452-quater c.p.	Environmental disaster
Article 452-quinquies c.p.	Negligent crimes against the environment
Article 452-octies c.p.	Aggravating circumstances
Article 733-bis c.p.	Destruction or deterioration of a habitat within a protected site

Article	Case
Art. 137, par. 3, Legislative Decree 152/06	Discharge in violation of the requirements contained in the authorisation
Art. 137, par. 5 (1st sentence), Legislative Decree 152/06	Discharge in violation of the tabular limits
Art. 137, par. 2, Legislative Decree 152/06	Water discharge in the absence of authorisation or with expired or suspended authorisation, for dangerous substances
Art. 137, par. 5 (2nd sentence), Legislative Decree 152/06	Water discharge in violation of the tabular limits for dangerous substances
Art. 137, par. 11, Legislative Decree 152/06	Discharge onto the soil, into the subsoil or into groundwater
Art. 137, par. 13, Legislative Decree 152/06	Discharge into marine waters by ships
Art. 256, par. 1, Legislative Decree 152/06	Unlawful waste management
Art. 256, par. 3, Legislative Decree 152/06	Creation and management of an unauthorised landfill of non-hazardous waste
Art. 256, par. 5, Legislative Decree 152/06	Mixing of waste
Art. 257, par. 1 and 2, Legislative Decree 152/06	Failure to remediate a site contaminated by waste
Art. 258, par. 4 (2nd sentence), Legislative Decree 152/06	False information in the waste form
Art. 259, par. 1, Legislative Decree 152/06	Unlawful shipment of waste

Article	Case
Art. 260, Legislative Decree 152/06	Organised activities for the unlawful trafficking of waste
Art. 279, Legislative Decree 152/06	Exceeding the emission limit values and the air-quality limit and quality values
Art. 3, par. 6, Law 549/93	Measures to protect the stratospheric ozone and the environment
Art. 8, par. 1 and 2, and art. 9, Legislative Decree 202/07	Pollution caused by ships

2. The sensitive activities

With reference to the Company's business activities and following a preliminary analysis on the risk of the verifiability of the offences in question, it is possible to consider the offence-risk to exist predominantly with regard to the macro-activity of "*management of environmental aspects*". This activity can be divided and summarised into the areas below (reported in full in the Mapping of sensitive activities document):

1) MANAGEMENT OF WATER DISCHARGES

In relation to the management of the water discharges of industrial wastewater containing dangerous substances and of urban wastewater, the activities potentially at risk are identified as: a) Request, renewal, modification of discharge authorisations; b) Monitoring of the discharges carried out. The following offence-risks are associated with these activities: carrying out such discharges in the absence of authorisation or with suspended or revoked authorisation; carrying out such discharges without observing the requirements of the authorisation or of the competent Authority; exceeding the limit values defined by the Consolidated Environmental Law (TUA) or the more restrictive limits set by the regions, autonomous provinces or competent Authority; discharging wastewater (urban and industrial) directly onto the soil or into the surface layers of the subsoil (except for the tolerated cases of discharge onto the soil expressly provided for by art. 103 TUA); and directly

discharging wastewater (urban and industrial) into the subsoil and into groundwater (except for the cases expressly provided for by art. 104 TUA).

2) MANAGEMENT OF THE OPERATIONAL DISCHARGES OF SHIPS

The activities potentially at risk are: a) Request, renewal, modification of authorisations; b) Operational discharges deriving from the navigation of the ships; c) Monitoring of the discharges carried out. The following offence-risk is associated: carrying out the operational discharges of the ships (i.e. discharge of bilge water, ballast and grey water, tank-cleaning operations, disposal of residual oil and/or hydrocarbons, etc.) without observing the requirements of the authorisation or of the competent Authority.

3) MANAGEMENT OF THE COMPANY FLEET

Activities potentially at risk: ship maintenance; equipment maintenance; bunkering; and management of emergency situations on the ships. The offence-risks are: the non-observance of the requirements provided for by the competent Authorities and by the supranational sources (i.e. disposal of solid waste, discharge of oily residues and hydrocarbons in conformity with the MARPOL 73/78 Convention; the unlawful causation of a significant and measurable compromise or deterioration of water or air, or of extensive or significant portions of the soil or subsoil, of an ecosystem, of biodiversity, including agricultural, of flora or fauna).

4) WASTE MANAGEMENT

Activities potentially at risk: request, renewal, modification of authorisations; collection and deposit of waste by storage; transport and disposal of waste (through certified third-party operators); waste-mixing process; management of waste-characterisation activities; preparation of the waste forms. Offence-risks potentially associated: failure to make the communication that the person who caused the pollution is required to make by law (under art. 242 TUA); carrying out the activities of collection, transport and disposal (through third-party operators) in the absence of authorisation; creation of an unauthorised landfill; non-permitted waste-mixing activities (under art. 187 TUA); providing false indications regarding the nature, composition and physical-chemical characteristics of the waste in the preparation

of a waste-analysis certificate; setting up organised activities for the unlawful trafficking of waste; cross-border shipment of waste carried out in violation of certain obligations required by Community legislation; and organised activities for the unlawful trafficking of waste in order to obtain an unjust profit.

5) MANAGEMENT OF ENVIRONMENTAL EMERGENCIES AND REMEDIATION ACTIVITIES

Activities potentially at risk: with particular regard to the management of any cases of pollution and the related need to proceed with the remediation of the site concerned, the following offence-risks are identified: failure to remediate the soil/subsoil/water after pollution following the exceeding of the permitted thresholds in terms of the concentration of hazardous or non-hazardous waste; failure to make the communication that the polluting person is required to make by law; and the management of the potential emergencies/damage caused by all the company areas with environmental impacts (i.e.: Water cycle; Waste cycle; Terminal management; environmental-supplier management). The offence-risks are: the pollution of the soil, subsoil, surface waters or groundwater with the exceeding of the risk-threshold concentrations; a significant and measurable, intentional or negligent, compromise or deterioration of water or air, or of extensive or significant portions of the soil or subsoil, of an ecosystem, of biodiversity, of flora or fauna; the irreversible alteration of the balance of an ecosystem; and the offence to public safety in view of the relevance of the act for the extent of the compromise or its harmful effects or for the number of persons offended or exposed to danger.

6) MANAGEMENT OF THE EMISSION POINTS INTO THE ATMOSPHERE

Activities potentially at risk: management of the authorisation process for emission points (request, renewal or modification of authorisations); technical-operational management of the emission points into the atmosphere; and technological purchases and supplier management. The offence-risk is: the violation of the emission limit values provided for by the legislation in force, or of the requirements imposed by the competent authority, which determines the exceeding of the air-quality limit values.

Existing safeguards: general controls and specific controls

General controls

The Company is subject to the application of specific legislation and conventions – both national and international – for the purposes of environmental protection and pollution prevention (in particular, the MARPOL Convention – International Convention for the Prevention of Pollution from Ships). Within the **SMS Manual**, the Company has implemented specific procedures and rules of conduct for the purposes of environmental protection (cf., in particular, **section 12.3 “Protection of the environment”**) and provides for the carrying out of all the environmental controls provided for by the sector legislation. In more detail, the SMS Manual contains the instructions and procedures adopted by the Company for the purposes of compliance with the international standards of safe management and conduct of ships and for pollution prevention, in accordance with the requirements of “IMO resolution A 741 (18) as amended” “International Management Code for the Safe Operation of Ships and for Pollution Prevention”.

The Company has defined its own “responsible Policy, aimed at safeguarding the life of all persons embarked on the ships, at the optimal conservation of the environment and at the optimisation of the processes to obtain a fair socio-economic return”, which sets the following objectives, in order of priority: avoiding loss of human life and/or harm to persons; protecting the environment, in particular the marine environment; maintaining the technical and operational efficiency of the ships at the highest level; managing the ships and transporting the passengers and cargo in a safe and efficient manner; and protecting the ships and all persons on board from unlawful acts. To achieve the above objectives, the necessary resources and qualified personnel are provided, precisely defining the organisation, identifying specific tasks and precise responsibilities, establishing training requirements and coordinating everyone’s tasks so as to: ensure the safe operation of the ships and the protection of the environment in conformity with the national and international legal Rules and Regulations; identify and assess the risks to the ships, personnel and environment and establish appropriate safeguard measures; continuously improve the technical preparation and operational efficiency of the on-board and shore personnel; maintain the degree of

maintenance of the ships at the highest level; always be ready, both ashore and on board, to face emergency situations; and identify and apply the minimum industry standards.

In particular, **Procedure 12.3 “Protection of the environment”** identifies and governs the operations concerning (i) the disposal of waste deriving from any activity carried out on board the ships managed by the company in conformity with MARPOL 73/78 as amended; (ii) oils, purification residues, oily waters; (iii) dangerous goods in packages; (iv) sewage; (v) solid waste; (vi) substances harmful to the atmosphere; (vii) handling and discharge of ballast; (viii) precautions during the refuelling and transfer of liquid fuel.

Roles and Responsibilities: the Company has assigned the responsibilities to the figures provided for by the applicable legislation and by the international Conventions. In particular, the DPA has been formally appointed and is in charge of verifying compliance with the requirements of the SMS management system and of monitoring the aspects relating to safety and pollution prevention connected with the operation of the ships. Moreover, the Master (COM.TE) is required to implement the Company’s Policy for safety, pollution prevention and the prevention of maritime casualties, ensuring, among other things, that the on-board personnel have a good knowledge of the SMS and that the anti-pollution and safety drills are carried out, as well as verifying the effectiveness and good coordination of the personnel involved in the drills.

Certifications and adherence to the relevant legislation: the Company has obtained the certification of conformity with the ISM Code of its Safety Management System (SMS), implemented for the purposes of navigation safety, safety of human life at sea and prevention of marine pollution, through the issue by the Port Authority of Genoa of the “Document of Compliance” (DOC) to the Company. The naval units of the company fleet hold, each as applicable in relation to the individual technical characteristics/classification, the IOPP (International Oil Pollution Prevention), IAPP (International Air Pollution Prevention) and ISPP (International Sewage Pollution Prevention) certifications in accordance with the

applicable national or international legislation/conventions; these certifications are issued by a third-party body and are subject to periodic maintenance/verification audits.

Code of Ethics

The Code of Ethics provides specific principles and rules of conduct with regard to environmental protection. In particular, principle no. 6.11 entitled “*Protection and safeguarding of the environment*” specifies that the Company considers the environment a primary asset and promotes its protection and respect by all employees or collaborators on any basis, customers, suppliers and partners. The company’s choices are always oriented towards ensuring the greatest possible compatibility between economic initiative and environmental needs, not limiting itself to mere compliance with the legislation in force, but in a perspective of sustainable synergy with the territory, the natural elements and the health of workers. GNV monitors the environmental impacts of its activities and systematically seeks their improvement in a consistent, effective and sustainable manner. All Recipients are required, among other things, to: comply with all the rules relating to environmental safeguarding; pursue the objectives defined within the environmental strategy (based on the pillars of products, standards, waste, recycling, awareness, research, facilities, decision-making criteria and responsibility for the past); use resources efficiently; and immediately report any violation, even merely suspected, of the Code and of the Company’s policies. Where, for the purposes of fulfilling the environmental-protection obligations, it is necessary to resort to the intervention of authorised persons (disposal companies, transporters, etc.), the latter must be chosen among those possessing the highest requirements of reliability, professionalism and ethics. GNV also undertakes to combat marine and/or atmospheric pollution caused by ships, adopting specific organisational and control measures, as well as specific rules of conduct, such as the prohibition on violating the legislation on waste management and on discharges of industrial wastewater containing dangerous substances in the absence of authorisation; the prohibition on falsifying environmental communications to the P.A.; the prohibition on carrying out waste-management activities in the absence of authorisation; the prohibition on violating the obligations of communication and of keeping

the mandatory registers and forms; and the prohibition on carrying out unlawful waste-trafficking activities.

1) MANAGEMENT OF WATER DISCHARGES

Persons involved

- *CdA (Board of Directors)*
- *CEO*
- *CPOO*
- *Vehicle Fleet Maintenance Coordinator*

Controls: general principles and specific protocols

Process management / Roles and responsibilities: industrial wastewater discharges are produced at the workshops located in the Genoa premises, in relation to the maintenance activity of the fifth wheels. The Vehicle Fleet Maintenance Coordinator Office is responsible for verifying the correctness of the discharges (SCARI) carried out.

Protocols: the company operates observing, where possible, the following control principles: identification of a person required to monitor the relevant environmental legislation; monitoring of the timeframes for the renewal of the existing authorisations; preparation of the documentation necessary for the authorisation process and the related formalities; communication of the obtaining, modification or renewal of the authorisation; and traceability of the authorisation process. With reference to the activities of monitoring the discharges carried out: identification and updating of the discharge points and the sampling points connected with the discharges; definition and monitoring of the samplings and analyses of the discharges in line with the relevant legislation; and monitoring by means of a periodic flow in the case of water discharges entrusted to third-party environmental suppliers.

2) MANAGEMENT OF THE OPERATIONAL DISCHARGES OF SHIPS

Persons involved

- *CdA (Board of Directors)*

- CEO
- CPOO
- CMOO
- CQHSSE
- DPA
- Chief Engineer

Controls: general principles and specific protocols

Process management / Roles and responsibilities: the operations relating to the discharge and disembarkation of waste oils and oily waters are managed in conformity with Annex I of the MARPOL Convention and/or the derogations granted by the competent Ministry. In the case of the discharge of oily residues and bilge water, the Master activates the legal procedures. Each ship is equipped with an Oil Record Book, Part I, conforming to the MARPOL model, in which all the connected operations are recorded (discharge quantity, time, receiving facility, etc.). Before beginning the ballasting operations and after completing them, it is always necessary to sound every compartment concerned by these operations, in order to establish the quantity of ballast contained in them and to ascertain that nothing abnormal has occurred. If pollution is noted, the discharge must be immediately interrupted, immediately informing the technical office. It is the responsibility of the Deck Officer on watch to verify that these controls are always carried out.

Procedures: the SMS Procedure par. 12.3 “Protection of the environment” identifies and governs the connected operations (waste disposal, oils, dangerous goods, sewage, solid waste, substances harmful to the atmosphere, ballast handling, fuel-transfer precautions).

Monitoring: at each ship, the Chief Engineer verifies the correctness of the discharges carried out. A report and an analysis of non-conformities, accidents and dangerous situations is provided, together with the preventive and corrective actions. The DPA carries out periodic

controls on compliance with the Safety Management System at the ships, with the issue of final reports.

Audit/Certifications: the SMS is subject to annual certification through the visits by the Maritime Authority and/or RINA.

3) MANAGEMENT OF THE COMPANY FLEET

Persons involved

- *CdA (Board of Directors)*

- *CEO*

- *CPOO*

- *CMOO*

- *CQHSSE*

- *DPA*

- *Ship Master*

Controls: general principles and specific protocols

Roles and Responsibilities: the Company has assigned the responsibilities to the figures provided for by the applicable legislation and the international Conventions (DPA and Master), as described in the general controls. **SMS:** the SMS specifically governs the activity of maintenance of the ship and its equipment (par. 7 of the SMS, and cf. par. 12.8 «Emergencies»; 12.3.8 «Precautions during the refuelling and transfer of liquid fuel»).

Certifications: ISM Code conformity (DOC), and IOPP, IAPP and ISPP certifications for the naval units. **Monitoring:** the DPA carries out periodic controls. **Audit/Certifications:** annual SMS certification through visits by the Maritime Authority and/or RINA. **Shipboard Oil Pollution Emergency Plans (SOPEP):** implemented for the ships used by GNV to provide the Master and officers with guidance on the measures to be taken in the event of a pollution incident. **Formal Safety Assessment – Risk assessment:** implemented in order to identify

and assess the risks on the ordinary on-board activities, in conformity with the on-board organisation described in the Company's SMS.

4) WASTE MANAGEMENT

Persons involved

- *CdA (Board of Directors)*

- *CEO*

- *CPOO*

- *CMOO*

- *CQHSSE*

- *Technical Fleet Manager*

Controls: general principles and specific protocols

Process management / Roles and Responsibilities: for the activity of transport, recovery and disposal of the waste deriving from the activity of the administrative headquarters, the Company makes use of external cleaning companies authorised under art. 68 of the Navigation Code. Waste of any kind produced on board is managed in accordance with Annex V of MARPOL; the waste is therefore disposed of daily at the authorised port facilities, by delivery to the companies authorised for collection and subsequent treatment. In the case of disposal of special and/or harmful waste, the Master activates the legal procedures and, for special waste, involves the Technical Fleet Manager, who coordinates and supervises the relations with the environmental suppliers for the disposal activity. A competent officer responsible for the preparation of the waste-analysis certificates has been identified at the Technical Office.

SMS/Procedures: the SMS Manual provides for the explicit prohibition on dumping waste into the sea, in conformity with the national and international provisions in force on the prevention of pollution of the marine environment. Solid waste is managed and disposed of according to the "Garbage Management Manual" specific to each ship, conforming to the

IMO guidelines (Resolution MEPC.201(62)). The delivery/disposal of waste is recorded in a specific register conforming to the IMO model (Annex V to MARPOL 73/78 as amended).

Contracts: relations with the environmental suppliers are formalised in specific contracts whose standard is previously shared with the legal function.

Selection of the environmental supplier: the engagements concerning the management of environmental aspects are entrusted to suppliers duly authorised to carry out the activities subject to the engagement. In particular, the Company provides for appropriate verifications of the technical-professional requirements of the suppliers (i.e. suitability and possession of the necessary authorisations) and – where applicable – of the authorisations issued by the port Authorities; the relationship is always formalised in a specific agreement.

Traceability/archiving: the traceability and correct paper archiving of the C/S forms/registers is ensured by the Technical Fleet Office.

5) MANAGEMENT OF ENVIRONMENTAL EMERGENCIES AND REMEDIATION ACTIVITIES

Persons involved

- *CdA (Board of Directors)*

- *CEO*

- *CPOO*

- *CMOO*

- *CQHSSE*

- *DPA*

- *Ship Master*

Controls: general principles and specific protocols

Emergency management / Roles and Responsibilities: GNV has defined, within the SMS Manual, specific procedures and instructions to be adopted in emergency situations in order

to limit damage to persons, the environment, the ship and the cargo. GNV has established procedures to identify, describe and respond to potential emergency situations on board the ships, developing the “Decision Support for Emergency Management” Manual. It has prepared measures to ensure that the shore organisation is able to respond at any time to dangers, accidents and emergency situations involving the managed ships, developing the “Emergency Procedures – Office” manual. The communications to be made in the event of an emergency are established in the aforementioned emergency plans; in any case, the Master must immediately inform the DPA. Depending on the seriousness of the event, the DPA must convene the “Shore Emergency Group”. If it is impossible to contact the DPA, the Master will contact any person of the Company, who immediately assumes the role of Incident Co-ordinator (I.C.).

Management of remediation activities: in the case of events giving rise to environmental-pollution phenomena, GNV takes prompt action for the implementation of specific remediation plans, on the initiative of the DPA, who, also drawing on the support of the Technical Office, interfaces with the environmental authorities and the third parties involved.

Emergency plans / Formal Safety Assessment: shipboard oil-pollution emergency plans (SOPEP) and the Formal Safety Assessment have been implemented, as described in the fleet-management section.

6) MANAGEMENT OF THE EMISSION POINTS INTO THE ATMOSPHERE

Persons involved

- *CdA (Board of Directors)*

- *CEO*

- *CPOO*

- *CMOO*

- *CQHSSE*

- *DPA*
- *Ship Master*

Controls: general principles and specific protocols

Process management: GNV produces emissions exclusively in connection with the maritime activity. Each managed ship is certified in accordance with the provisions of Annex VI of MARPOL, concerning the rules for the prevention of air pollution produced by ships (IAPP – International Air Pollution Prevention Certificate). It is prohibited to intentionally discharge into the atmosphere gases that harm the ozone layer (CFCs). When carrying out the maintenance of plant containing such substances, the Chief Engineer will take all the necessary precautions to minimise the risk of emission into the atmosphere of ozone-harmful gases; all operations will be recorded in the Ozone Depleting Substances Record Book. In the case of disposal of plant containing ozone-harmful substances, these must be delivered to specialised companies.

Procedures: the SMS Procedure par. 12.3 “Protection of the environment” identifies and governs the operations concerning the management of the processes from which substances harmful to the atmosphere arise (cf. par. 12.3.6 «Substances harmful to the atmosphere (Annex VI)»).

Monitoring: a periodic monitoring of CO2 emissions is carried out on the ships, also through the Data Collection System under the IMO legislation.

Audit/Certifications: the SMS is subject to annual certification through the visits by the Maritime Authority and/or RINA.

M) EMPLOYMENT OF THIRD-COUNTRY NATIONALS WHOSE STAY IS IRREGULAR

1. The relevant legislation

Art. 25-duodecies of Legislative Decree no. 231/2001

- Employment of third-country nationals whose stay is irregular (art. 22, paragraph 12-bis, of Legislative Decree no. 286 of 25 July 1998 “*Consolidated Law on the provisions concerning the regulation of immigration and rules on the condition of foreign nationals*”);
- Provisions against illegal immigration (art. 12, paragraphs 3, 3-bis, 3-ter and paragraph 5, of Legislative Decree no. 286/1998).

2. The sensitive activities

1) SELECTION AND RECRUITMENT OF PERSONNEL / CONCLUSION OF LABOUR-SUPPLY CONTRACTS

Risk and ways of materialisation

This offence case arises against the Employer who employs foreign workers lacking a residence permit, or whose residence permit has expired or for which renewal has not been requested within the legal time limits, or which has been revoked or annulled. For 231 purposes, however, only paragraph 12-bis of art. 22 of Legislative Decree no. 286/1998 (Consolidated Immigration Law) is relevant, which provides for an increase in the penalties from one third to one half where the following cases occur: if the workers employed number more than three; if the workers employed are minors of non-working age; or if the workers employed are subject to the other working conditions of particular exploitation referred to in the third paragraph of art. 603-bis of the Criminal Code (that is, in addition to the cases mentioned above, if the workers are exposed to situations of grave danger, having regard to the characteristics of the services to be performed and the working conditions).

Moreover, pursuant to art. 12, paragraph 3, of the aforementioned Consolidated Law, most recently introduced by Law no. 161 of 17 October 2017, anyone who, in violation of the provisions of the consolidated law, promotes, directs, organises, finances or carries out the transport of foreign nationals into the territory of the State, or performs other acts aimed at unlawfully procuring their entry into the territory of the State, or of another State of which the person is not a citizen or does not have a permanent residence title, is punished with imprisonment from five to fifteen years and with a fine of EUR 15,000 for each person in the

case where: a) the act concerns the illegal entry or stay in the territory of the State of five or more persons; b) the person transported has been exposed to danger to their life or safety; c) the person transported has been subjected to inhuman or degrading treatment; d) the act is committed by three or more persons in complicity or using international transport services or counterfeit, altered or illegally obtained documents; e) the perpetrators of the act have the availability of weapons or explosive materials. In these activities, the offence of “Employment of third-country nationals whose stay is irregular” may be relevant with regard to the cases in which foreign workers lacking a residence permit, or with an expired, revoked or annulled permit, are recruited and/or employed (including through labour-supply contracts or subcontracted works, etc.) by the Company.

Persons involved

- CEO
- HR
- CCO

Controls: general principles and specific protocols

Code of Ethics: specific rules of conduct and ethical principles are provided aimed at ensuring and protecting the legal interest of the case in question. In particular, the absolute prohibition on the employment of foreign workers entirely lacking a residence permit or with a revoked or expired permit, for which a renewal application documented by the relevant postal receipt has not been submitted, is expressed (principle no. 2.2 “*Selection of personnel*”).

Delegations/Powers of attorney: only persons holding a specific power of attorney/delegation are authorised to recruit and manage company personnel. Specifically, the CEO is granted, for employment relationships up to and including the fifth level, and subject to the favourable opinion of the Chairman of the Board for higher levels (and, in any event, with joint signature with the Chairman of the Board for executives), the power to recruit, suspend, dismiss or transfer employed personnel and set their conditions, qualifications,

grade and duties. HR has been granted, by means of a specific notarial power of attorney, the same power for employment relationships up to and including the fifth level (subject to the favourable opinion of the CEO for higher levels). On the basis of a specific notarial power of attorney, the Chief Crew Officer is granted the power to manage maritime personnel and to enlist and discharge the crew.

Protocols/operating principles: the Company observes, in compliance with the relevant legislation, the following operating precepts. (1) *Recruitment of a non-EU worker resident abroad:* (a) submission of the clearance application — the company submits a specific named request for clearance to employ at the relevant Prefecture (the Single Immigration Desk, SUI), guaranteeing the foreign worker the remuneration and insurance treatment provided by the laws in force and the applicable national collective bargaining agreements; (b) issue of the clearance to employ — in the case of a favourable opinion by the Prefecture's SUI, the Company, when convened, undertakes to collect and sign the residence contract and to send the clearance to the non-EU worker, verifying that they enter Italy within 6 months and present themselves to the SUI to sign the contract; (c) request and issue of the entry visa — the Company ascertains that the worker requests and obtains the entry visa for subordinate non-seasonal work from the Italian embassy or consulate, and, where the worker is irregularly staying in Italy, verifies that they actually return to their country of origin to obtain the regular issue of the visa; (d) entry into Italy — the company verifies that the worker, within 8 working days of entry into Italy, has requested (and subsequently obtained) the residence permit for subordinate work; (e) mandatory pre-recruitment communications — once the residence contract is signed and the worker's possession of the postal receipt of the residence-permit application is ascertained, the company may begin the employment relationship after communicating the establishment of the employment relationship to the competent Employment Centre the day before the start of the activity (via the "Unificato-Lav." form), and, if it grants the worker the use of a dwelling, submitting within 48 hours the "transfer of building" communication to the Police Headquarters; (f) monitoring of the expiry of the residence permit and its renewal before expiry — the Company is required to monitor the expiry of the residence permit, ensuring that the foreign worker submits the renewal

application within the legal time limits (before expiry and in any event no later than 60 days from the expiry of the old permit), by means of the worker's obligation to give the Company a copy of the receipt issued by the Post Office and subsequently of the new permit. (2) *Recruitment of a non-EU worker already regularly staying in Italy*: the obligations include the prior conclusion of the residence contract on the specific form, the communication of the recruitment to the competent Employment Centre, the "transfer of building" communication where applicable, and the monitoring of the expiry of the residence permit.

As regards the management of the *selection and recruitment process of personnel*, what has already been indicated in this Special Part is fully recalled, under Sec. A) Crimes against the public administration and its assets – Instrumental activity "*Selection and recruitment of personnel*".

3) MANAGEMENT OF THE NAVIGATION ROUTES AND MIGRANT SURVEILLANCE

Risk and ways of materialisation

This offence case arises against anyone who, in violation of the provisions of the Consolidated Immigration Law, promotes, directs, organises, finances or carries out the transport of foreign nationals into the territory of the State, or performs other acts aimed at unlawfully procuring their entry into the territory of the State, or of another State of which the person is not a citizen or does not have a permanent residence title. This case could therefore abstractly materialise within the navigation routes on which GNV operates, or within the management of migrants, where the transport of foreign nationals onto the territory of the State were intentionally carried out or in any case favoured.

Persons involved

- CEO

- HR

- CCO

- FC

- *DPA*
- *Master*

Controls: general principles and specific protocols

Roles and Responsibilities: the DPA supervises the boarding activities on the ships for the routes at potential risk of the introduction of clandestine migrants, drawing on additional external personnel to ensure accurate controls of the ships and their cargo before departure. If clandestine boarding is discovered, the Master of the ship is responsible for the custody of the person until delivery to the competent public authorities.

Procedures: the company has implemented procedure IL MAR 26 – Management of clandestine migrants – refused, aimed at governing the possible presence of clandestine migrants on board the ship and the actions vis-à-vis the relevant public authority.

N) OFFENCES AGAINST THE INDIVIDUAL PERSONALITY

In light of the considerations set out in the introduction and concerning the preliminary analysis that led to the exclusion of the cases in this family of offences, the only offence considered, in theory, applicable to the Company is the offence of “Unlawful intermediation and labour exploitation” (art. 603-bis c.p.).

1. The relevant legislation

With Law no. 199 of 29 October 2016 entitled “Provisions on combating the phenomena of undeclared work, of labour exploitation in agriculture and of pay realignment in the agricultural sector” (published in Official Gazette no. 257 of 3 November 2016), the Legislator supplemented the catalogue of predicate offences by inserting, under art. 25-quinquies of Legislative Decree no. 231/2001 “Offences against the individual personality”, the amended art. 603-bis of the criminal code “Unlawful intermediation and labour exploitation”. The new rule led to a broadening of the range of active subjects:

- **INTERMEDIARIES:** recruitment aimed at employment with third parties.

- **USERS:** employment of labour (including through intermediaries).

Both cases must be perpetrated: a) taking advantage of the workers' state of need — the notion of need can be drawn from the numerous case-law rulings on usury, according to which “the state of need need not have the characteristics of a necessity such as to absolutely annihilate any freedom of choice, but must represent a pressing torment that, limiting the will of the subject, induces them to accept degrading working conditions”; b) subjecting the workers to conditions of exploitation.

Indices of exploitation

- 1) the repeated payment of remuneration in a manner manifestly differing from the national or territorial collective bargaining agreements concluded by the most representative trade-union organisations at national level, or in any case disproportionate with respect to the quantity and quality of the work performed;
- 2) the repeated violation of the legislation relating to working hours, rest periods, weekly rest, mandatory leave and holidays;
- 3) the existence of violations of the rules on safety and hygiene in the workplace;
- 4) the subjection of the worker to degrading working conditions, surveillance methods or accommodation situations.

2. The sensitive activities

The following sensitive activities have been identified:

Macro-activity	Description
1) Selection, recruitment and management of personnel	Management of the process of identifying the needs, selection, recruitment and management of company personnel
2) Conclusion of labour-supply / service-contract arrangements	Management of the process of labour supply and of service contracting

Macro-activity	Description
3) Management of the prevention and protection system for occupational health and safety	Management of the obligations on health and safety

1) SELECTION, RECRUITMENT AND MANAGEMENT OF PERSONNEL; 2) CONCLUSION OF LABOUR-SUPPLY / SERVICE-CONTRACT ARRANGEMENTS

Inherent risks and ways of materialisation

Within the activities referred to, the offence under art. 603-bis could abstractly materialise where GNV recruits, uses, hires or employs workers in conditions of exploitation, taking advantage of their state of need, or with awareness of the worker's condition of social or economic difficulty, even merely contingent (including any subcontracted workers). The indices of exploitation are the existence of one or more of the following conditions: (i) repeated payment of remuneration manifestly differing from the national or territorial collective bargaining agreements, or disproportionate with respect to the quantity and quality of the work performed; (ii) repeated violation of the legislation on working hours, rest periods, weekly rest, mandatory leave and holidays; (iii) subjection of the worker to degrading working conditions, surveillance methods or accommodation situations.

Persons involved

- CEO
- HR
- CCO
- Payroll Specialist

Controls: general principles and specific protocols

Code of Ethics: specific rules of conduct and ethical principles are provided aimed at ensuring and protecting the legal interest of the case in question (principle no. 2.2 "*Selection of personnel*").

Delegations and powers of attorney: all aspects connected with the representation of the company and the exercise of the powers concerning the administrative management of personnel are defined solely by the authorised persons. In particular, the CEO is granted the power to administer all personnel; HR is granted by power of attorney the power to handle the management of company personnel excluding maritime personnel, the latter conferred on the CCO by notarial power of attorney.

Roles and responsibilities: the management of head-office administrative personnel rests with the HR function, while the management of maritime personnel is supervised by the Chief Crew Officer. Payroll is managed internally by the Payroll Manager function for both head-office and maritime personnel, drawing where appropriate on specialised external consultants.

Operational management of the process: the recruitment of resources for the purpose of assigning them to work with third parties is not an activity of the Company; any secondments of workers to other group companies are managed on the basis of a specific contract and ensuring compliance with suitable working conditions at the seconding company. GNV makes use of labour-supply contracts (e.g. for seasonal contact centres or for activities at the ports), using port cooperatives in conformity with the regulatory requirements of the Port Regulation where it operates. A whistleblowing channel has been implemented allowing reports of potential unlawful acts by workers. GNV carries out internal and external congruity checks with regard to the remuneration applied or to be applied to its personnel, including by analysing the classification, positioning and pay levels, in order to verify consistency and alignment with the current reference market, possibly also drawing on specialised external companies. In the contracting of the subordinate employment relationship (in the definition of the remuneration, working hours, rest periods, weekly rest, mandatory leave and holidays), the minimum parameters established by the relevant national collective bargaining are respected. The payroll process is managed in-house.

As regards the management of the selection and recruitment process of personnel, what has already been indicated in this Special Part is fully recalled, under Sec. A) – Instrumental activity “Selection and recruitment of personnel”.

3) MANAGEMENT OF THE PREVENTION AND PROTECTION SYSTEM FOR OCCUPATIONAL HEALTH AND SAFETY

Inherent risks and ways of materialisation

Within the activity of managing the obligations on health and safety, the offence under art. 603-bis could, in theory, materialise where the Company recruits, uses, hires or employs labour, subjecting the workers to conditions of exploitation by means of the violation of the rules on health, safety and hygiene in the workplace, taking advantage of their state of need.

Persons involved

- *CdA (Board of Directors)*
- *P-CdA (Chairman of the Board – Employer)*
- *AD (Managing Director)*
- *RSPP*

Controls: general principles and specific protocols

The company carries out periodic checks on the state of decorum of the workplaces; the Safety Delegate and the DPA, for the parts within their respective competence, verify the state of decorum and the safety of the workplaces; the company does not provide accommodation for its workers; and the surveillance methods at the company are put in place for the protection of the company’s assets and to ensure port security in accordance with the regulatory requirements and the formally adopted Port Facility Security Plans.

For the further existing controls, reference is made to the treatment of the sensitive activity “Management of the prevention and protection system for occupational health and safety” in the section dedicated to the offences on health and safety.

O) TAX OFFENCES AND THE PIF DIRECTIVE

1. The relevant legislation

Paragraph 2 of art. 39 of Decree-Law 124/2019, having incorporated the amendments provided for by the VI Finance Committee of the Chamber of Deputies, provided for the broadening of the liability of companies under Legislative Decree 231/2001 for all the most serious tax crimes, and not only for the use of false invoices as the Decree-Law published in the Official Gazette on 28 October had envisaged. The tax offences introduced into the 231 catalogue at art. 25 *quinqüesdecies* are:

- Fraudulent declaration by means of invoices for non-existent transactions (art. 2 of Legislative Decree 74/2000);
- Fraudulent declaration by means of other artifices (art. 3 of Legislative Decree 74/2000);
- Issue of invoices for non-existent transactions (art. 8 of Legislative Decree 74/2000);
- Concealment or destruction of accounting documents (art. 10 of Legislative Decree 74/2000);
- Fraudulent evasion of the payment of taxes (art. 11 of Legislative Decree 74/2000).

1.2 PIF Directive

On 6 July 2020, Legislative Decree no. 75/2020 of 14 July, implementing the PIF Directive (Directive (EU) 2017/1371), was approved in final examination; it provides for amendments to the regime of various offences and an extension of the range of predicate offences under Legislative Decree no. 231/2001. Legislative Decree no. 75/2020 was published in the Official Gazette on 15 July 2020. It amends the newly introduced art. 25-*quinqüesdecies*, limited to the cases in which the tax offences present the element of transnationality and are committed for the purpose of evading VAT for a total amount of not less than EUR ten million, in order to: punish also the cases of attempted crime (and not only consummated crime); and broaden the catalogue of relevant tax offences by including also the following offences under Legislative Decree no. 74/2000: Unfaithful declaration (art. 4); Omitted declaration (art. 5); and Undue offsetting (art. 10-quater). Moreover, with art. 5, paragraph 1, letter d), of that

Decree, the liability of legal persons for the offence of smuggling was introduced, modulating the sanction according to whether or not the offence exceeds the threshold, identified at EUR one hundred thousand, beyond which the harm to the Union's interests must be considered considerable. For the detail, reference is made to the relevant section of the Special Part.

2. The sensitive activities

The activities found to be potentially sensitive under the offences in question, in light of the mapping analysis carried out, are indicated below:

Macro-activity	Description
1) Management of direct taxes	Management of direct taxes (corporate income tax, IRES)
2) Management of indirect taxes	Management of indirect taxes (VAT)
3) Receivables cycle	Management of the administrative-accounting receivables-cycle process
4) Payables cycle	Management of the administrative-accounting payables-cycle process
5) Intragroup transactions	Management of transactions between group companies
6) Extraordinary transactions or transactions on the company's capital	Management of extraordinary transactions (e.g. mergers or acquisitions) or transactions on the company's capital
7) Personnel administration	Management of payroll and contributions, leave, holidays, sick leave
8) Management of expense reports and entertainment expenses	Management of the system for reimbursing the personnel's expense reports

1) MANAGEMENT OF DIRECT TAXES; 2) MANAGEMENT OF INDIRECT TAXES

Inherent risks and ways of materialisation

The activity of managing direct taxes (IRES) and indirect taxes (VAT) is relevant since it represents the context in which one of the tax unlawful acts under Legislative Decree 74/2000 may materially be carried out, by means of the submission of the tax returns whose data may have been fraudulently altered during the preparation of the accounting data or in the phase of calculating and preparing the returns, including interim ones, of the taxes due, in order to achieve tax evasion.

Persons involved

- *CdA (Board of Directors)*

- *CEO*

- *CFO*

- *AMM*

- *LEG*

- *Marinvest Group Tax Manager*

Controls: general principles and specific protocols

Code of Ethics: principles and operating precepts are present aimed at averting the offence-risk (see in particular principles: no. 6.12 “*Tax ethics*”).

Delegations and powers of attorney: the CEO is conferred the power to represent the company before the tax offices and the tax, land-registry and customs commissions at every level; to submit applications, complaints, appeals and counter-appeals; to ensure compliance with the tax obligations to which the principal is required as withholding agent for the employed personnel; and, with regard to the administrative-financial management, to supervise the correct performance of the accounting-recording activities and of what is necessary for the preparation by the Board of the budget and final financial statements, to prepare and sign the tax returns and carry out all other civil and tax obligations. The CFO is granted the power of administrative-financial management, to be exercised in conformity with

the Board's instructions and within the limits of the approved annual budget, and in particular the power to represent the company before the financial and tax offices and other interested administrations, carrying out all the obligations and signing all the necessary acts, including reports, minutes and declarations.

Roles and Responsibilities / Process management: the CFO handles the organisation, implementation and review of all the accounting procedures leading to the preparation of the financial statements, to active and passive invoicing, and the observance of the various regulations on civil-law financial-statements matters, tax law, company law and direct and indirect taxes. For the management of tax aspects, the Administration & Tax Office draws on the support of specialised external consultants, both for day-by-day consultancy and for support on specific compliance topics. The Administration & Tax Office transmits the accounting data to the consultant who assists the Company regarding the upward and downward variations and the calculation of the taxes for the year, and calculates any discrepancies between the preparation of the trial balance and the payment of the income-tax return. *VAT calculation:* the Administration Office staff record active and passive invoices on the X3 management system, which automatically calculates the VAT debit/credit ratio. *IRES calculation:* the Administration Office staff extract the trial-balance statement from the X3 management system and transmit it to the external consultant in charge of calculating the taxes, who analyses each item of the cost structure and determines the total taxable income; the taxable-base value is communicated to the Administration & Tax Manager, who carries out a final control before recording it in the general ledger.

Monitoring: monitoring and control activities are provided on compliance with the activities aimed at managing the tax risk, ensuring their adequacy and effective operation, by the Administration & Tax Manager function, the auditing company and the Board of Statutory Auditors, in order to verify the correctness of the administrative-accounting processes, as well as, within their competence, by the Company's Supervisory Body.

Intragroup reporting: within the implementation of the MSC Group's tax organisational model, which provides for the use of a single shared portal (the Global Tax Operational Portal) where all the documentation and reporting produced by the group companies is entered (country-by-country report; management-control and planning report, etc.), the information flows between the Administration & Tax Manager and the Marinvest Tax Manager, to whom an intragroup coordination role is assigned, are progressively intensifying.

Traceability: the process of forming the annual financial statements, including the structure of the chart of accounts, is managed by means of the integrated X3 management software, access to which is allowed only to authorised persons by means of an ID and password. The information systems/IT tools used (including Excel spreadsheets) are prepared and updated according to internal management needs and/or any relevant regulatory updates.

Schedules/checklists: specific schedules/checklists are prepared aimed at supporting the administration office and the other company functions in obtaining and transmitting the information and documentation necessary for completing the closing activities of the accounting records.

Accounting controls and tax-return preparation process: a control of correctness/consistency between the supporting documentation and the connected accounting entries is carried out by the Financial Control & Credit Office; a verification of the tax calculation carried out by the AFC Department is always performed by the external tax consultant before recording in the accounts; the verification of the reconciliations of the tax accounts is carried out by personnel other than those who produce them (segregation of duties); at the end of the period, a reconciliation between civil-law income and tax income is carried out; the identification of the temporary differences and the determination and recording of deferred tax assets and liabilities are authorised and reviewed by personnel of an adequate level; the annual VAT communication is prepared and promptly submitted, ensuring the verification of the correspondence between active/passive transactions and what is reported in the VAT return; the tax-calculation process is accurately documented and

the related documentation is archived and managed exclusively by authorised personnel; and verifications on the reconciliation between the tax calculation and the tax returns are carried out by the external consultants before their transmission.

Meetings: meetings for sharing/exchanging information between the Board of Statutory Auditors and the person in charge of the statutory audit are provided close to the approval of the draft financial statements.

Archiving: the archiving of the tax documentation is kept at the Administration & Tax Office, including the mandatory accounting and tax books in paper version.

Tax consolidation: the company operates as the consolidating company of the GNV Group.

Corporate Governance rules: the Company adopts a traditional “Corporate Governance” system structured into a Shareholders’ Meeting, a Board of Directors and the Board of Statutory Auditors, which fulfils the supervisory obligations under art. 2403 et seq. of the civil code; the company is finally subject to the auditing activity by the appointed auditing company.

DAC 6: GNV provides for the monthly completion of a questionnaire (MDR/DAC6) concerning the possible existence of profiles relevant for the purposes of the aforementioned Directive.

3) RECEIVABLES CYCLE

Inherent risks and ways of materialisation

The receivables-cycle process may abstractly be relevant in an instrumental way for the purposes of the criminal cases in question, since fraudulent conduct could be carried out (i.e. invoices for non-existent transactions recorded in the accounts) aimed at altering the accounting data that will subsequently be used for the purpose of preparing the tax returns (direct and indirect taxes).

Persons involved

- *P-CdA (Chairman of the Board)*
- *CEO*
- *CSMO*
- *LEG*
- *AMM*
- *RET*
- *HOD*
- *FS*

Controls: general principles and specific protocols

Code of Ethics: principles and operating precepts are present aimed at averting the offence-risk (see in particular principles: no. 6.12 “*Tax ethics*”).

Delegations and powers of attorney: the Chairman of the Board and the CEO hold the commercial-representation and contract powers described in the previous sections (company image; ships market; transport contracts; contracts with maritime agents, port authorities and maritime stations; on-board products and services).

Process management: the commercial process is divided into passenger transport, goods transport (out-bound and in-bound) and time-charter ship chartering, as described in the previous sections.

Procedures: GNV has implemented the procedures PR VISION ORG 30 (and the supplementary procedures IL MERCI 01, IL MKR OP 01, IL OPERATIVO PORTI 01); PR MLC 01 (complaint procedure); PR VISION ORG 05 (debt-collection management); and PR VISION ORG 37 (complaints management).

Traceability, pricing, customer identification, management of credit notes, contracts and creditworthiness analysis: the same control safeguards described in the “Receivables cycle and debt collection” activity of Section G apply (traceability of the ticket offices, dynamic pricing, customer-identification analyses, the authorisation steps for credit notes, standard contracts and the creditworthiness checks through Cerved).

Reference is made in full to what has already been stated for the processes “Formation, approval of the financial statements and representation of the asset or financial situation” and “Receivables cycle and debt collection”, identified as activities directly aimed at the materialisation of the offences of receiving stolen goods, money laundering, the use of money, goods or benefits of unlawful origin and self-laundering.

4) PAYABLES CYCLE

Inherent risks and ways of materialisation

The payables-cycle process may abstractly be relevant in an instrumental way for the purposes of the criminal cases in question, since fraudulent conduct could be carried out (i.e. invoices for non-existent transactions recorded in the accounts) aimed at altering the accounting data that will subsequently be used for the purpose of preparing the tax returns (direct and indirect taxes).

Persons involved

- *CdA (Board of Directors)*

- *P-CdA (Chairman of the Board)*

- *CEO*

- *CFO*

- *CHR*

- *CMOO*

- *HOD*

- *RET*
- *AMM*
- *FP*
- *Technical Purchasing Manager*

Controls: general principles and specific protocols

Code of Ethics: principles and operating precepts are present aimed at averting the offence-risk (see in particular principles: no. 6.12 “*Tax ethics*”).

Delegations/Powers of attorney: the purchasing power is reserved for persons authorised by a specific delegation/power of attorney, with various authorisation levels (including joint signatures) based on the amounts, granted to the Chairman of the Board, the CEO, the CFO and the CHR.

Further control safeguards: the control safeguards described in the “Process of purchasing goods and services” activity of Sections A and B apply (roles and responsibilities of the purchasing functions, budget management and traceability via X3, standardised contracts, supplier qualification with third-party due diligence, the procurement procedures PR VISION ORG 34 and 36, and the protocols on supplier reliability, congruity assessment and segregation between offer, payment and control), with particular attention to the anti-tax-fraud verifications on the authenticity of invoices and the actual performance of the services, before the payment authorisation.

5) INTRAGROUP TRANSACTIONS

The management of transactions between group companies may abstractly be relevant for the purposes of the tax offences, where intragroup operations are used to alter the accounting data flowing into the tax returns. For the description of the activity and the related control safeguards, reference is made to the “Intragroup transactions” activity of Section G (intragroup contracts governed by normal market conditions, agency contracts with foreign

subsidiaries, mapping of intragroup services, and DAC 6 analyses), as well as to the intragroup reporting through the Global Tax Operational Portal described above.

Persons involved

- CEO
- CFO
- AMM
- LEG

6) EXTRAORDINARY TRANSACTIONS OR TRANSACTIONS ON THE COMPANY'S CAPITAL

The management of extraordinary transactions (e.g. mergers or acquisitions) or transactions on the company's capital may be relevant for the purposes of the tax offences, where such transactions are structured so as to achieve undue tax savings or to alter the taxable base. The Company manages these transactions through the competent functions (CEO, CFO, Legal), ensuring their formalisation, traceability, the transparency of the conditions applied and compliance with the Code of Ethics, and recalling the control safeguards set out for the corporate offences (see Section B).

Persons involved

- CdA (Board of Directors)
- CEO
- CFO
- LEG

7) PERSONNEL ADMINISTRATION

The management of payroll and contributions, leave, holidays and sick leave may be relevant for the purposes of the tax offences as withholding agent, where the data concerning personnel costs are altered so as to affect the tax returns. For the description of the activity and the related control safeguards, reference is made to the "Personnel administration"

activity of Sections A and B (delegations, roles and responsibilities, Zucchetti/Omnia management system, traceability, archiving by the Payroll Office and the related protocols).

Persons involved

- CEO
- CHR
- CCO
- Payroll Manager

8) MANAGEMENT OF EXPENSE REPORTS AND ENTERTAINMENT EXPENSES

The management of expense reports may be instrumental to the materialisation of the tax offences, by means of the recognition of wholly or partially fictitious reimbursements aimed at altering the accounting and tax data. For the description of the activity and the related control safeguards, reference is made to the “Management of expense reports and entertainment expenses” activity of Section A (PR VISION ORG 22 business-trip policy, traceability on Lotus Notes, credit-card management and the related protocols).

Persons involved

- CEO
- CFO
- CHR
- CCO
- AMM
- Requesting function

P) CUSTOMS OFFENCES

1. The relevant legislation

With Official Gazette no. 177 of 17 July 2020, Legislative Decree no. 75 of 14 July 2020 was introduced, by which the so-called PIF Directive – that is, Directive EU 2017/1371 on combating fraud affecting the financial interests of the European Union through criminal law – was implemented. More precisely, with art. 5, paragraph 1, letter d), of that Decree, the liability of legal persons for the offence of smuggling was introduced, modulating the sanction according to whether or not the offence exceeds the threshold, identified at EUR one hundred thousand, beyond which the harm to the Union's interests must be considered considerable and therefore punished differently. The text of the article contained in Legislative Decree 75/2020 reads as follows: «d) after article 25-*quinquiesdecies* the following is added: «Art. 25-*sexiesdecies* (Smuggling). 1. *In relation to the commission of the offences provided for by Presidential Decree no. 43 of 23 January 1973, the entity is subject to a pecuniary sanction of up to two hundred quotas. 2. When the customs duties due exceed one hundred thousand euros, the entity is subject to a pecuniary sanction of up to four hundred quotas. 3. In the cases provided for by paragraphs 1 and 2, the entity is subject to the disqualifying sanctions provided for by article 9, paragraph 2, letters c), d) and e).*» The smuggling offences provided for by Presidential Decree 43/1973, the Consolidated Law on Customs Legislation (TULD), which have become part of the range of predicate offences provided for by 231 at art. 25 *sexiesdecies*, are:

- Smuggling in the movement of goods across land borders and customs spaces (art. 282 of Presidential Decree no. 43/1973);
- Smuggling in the movement of goods in border lakes (art. 283);
- Smuggling in the maritime movement of goods (art. 284);
- Smuggling in the movement of goods by air (art. 285);
- Smuggling in extra-customs zones (art. 286);
- Smuggling through undue use of goods imported with customs facilitations (art. 287);
- Smuggling in customs warehouses (art. 288);

- Smuggling in cabotage and circulation (art. 289);
- Smuggling in the export of goods admitted to the refund of duties (art. 290);
- Smuggling in temporary import or export (art. 291);
- Smuggling of foreign processed tobacco (art. 291-bis);
- Aggravating circumstances of the offence of smuggling of foreign processed tobacco (art. 291-ter);
- Criminal conspiracy aimed at the smuggling of foreign processed tobacco (art. 291-quater);
- Other cases of smuggling (art. 292);
- Aggravating circumstances of smuggling (art. 295).

2. The sensitive activities

1) OPERATIONAL MANAGEMENT OF CONTAINERS (ENTRY AND EXIT)

Inherent risks and ways of materialisation

These offences could abstractly be carried out within the relations with the customs authority in relation to the activities of operational management of containers (entry and exit) and in the related relations with the economic operators (freight forwarders and maritime agencies) and the customs authority.

Persons involved

- CEO
- LEG
- CPOO

Controls: general principles and specific protocols

GNV, in relation to the activity carried out in the port sector of loading, unloading and handling containers, has received from the competent customs Authority the authorisations to

manage, at the terminal areas where it operates under concession (Naples, Civitavecchia, Palermo), warehouses under a temporary-custody regime, for the storage and handling of containers arriving by sea and by land while awaiting a customs destination. These authorisations are subject to certain conditions concerning the physical security of the container entry and exit areas; the keeping by GNV of a “warehouse accounting” such as to ascertain at any time the real movement and the actual quantities of goods in custody; and the prohibition on holding certain products (e.g. weapons and ammunition; flammable goods, etc.). It follows that the Company does not pay customs duties but ensures the custody of all the goods not originating from the European Union, from the moment of their presentation at the customs offices until their re-export or release for import. In particular, GNV must hold the container, intact and sealed, with the goods in delivery until the customer, through the freight forwarder’s activity, has fulfilled the customs charges pertaining to them. For these reasons, since there are no customs duties or operations directly concerning the Company, the risk of smuggling was considered abstractly existent but reasonably remote.

Code of Ethics: specific principles are provided aimed at averting the offence-risk in question (cf. par. 6.1 “Operations and transactions”).

Delegations and powers of attorney: the Board has conferred on the CEO the power to represent the company before any public or private body, or any administrative or financial authority (including customs, railway, tramway, navigation, forwarding and transport undertakings, the Harbour Master’s Offices, the Port Authority) in all operations with such bodies, submitting applications, acts, declarations and documents, collecting and paying sums, obtaining and issuing valid receipts and discharges. The Legal, Claims & Insurance Manager has been conferred, by means of a specific notarial power of attorney, the power to represent the company in active and passive proceedings relating to claims concerning the cargo, container lease or use contracts; and the power to represent the company before the tax offices and the tax, land-registry and customs commissions at every level.

Roles and Responsibilities / Process management: the Technical & Nautical Operations Office, under the supervision and coordination of the CPOO, has custody of the incoming and outgoing containers. As regards the activity of unloading and taking charge of the container, the Technical & Nautical Operations Office interfaces with the maritime agency, which transmits to it the unloading forecast list with an indication of the expected incoming containers. It then manages the activity of taking delivery of the container following the fulfilment, by the freight forwarder, of the customs charges and upon receipt from the freight forwarder of the related transport documentation and the customs declaration.

Procedures/Work instructions: GNV has implemented procedures PR VISION ORG 4 (customs obligations for goods unloaded at Genoa, Palermo and Bari from extra-Schengen lines), PR VISION ORG 49 (operational rules for Freight Booking in the Schengen Area), PR VISION ORG 26 (management of the Assereto Terminal), and IL HUB PA 01 (methods and criteria for managing the Terminals of the Palermo HUB).

Traceability/management software: the Company has implemented a specific management software for the warehouse accounting, which ensures the traceability of all the operations of taking charge and releasing the containers, with an indication of the reference serial numbers and all the connected data (e.g. stock, events occurring to the container, etc.).

Freight forwarders: relations with the freight forwarders are formalised in specific mandate contracts, previously shared with the Legal Office.

2) MANAGEMENT OF THE SHOPS ON THE GNV COMPANY FLEET (MARKETING OF DUTY-FREE GOODS)

Inherent risks and ways of materialisation

Within the retail activities at the GNV shops, the smuggling offences in question could be constituted, with particular regard to the process of marketing the so-called duty-free goods (alcohol and cigarettes).

Persons involved

- *P-CdA (Chairman of the Board)*

- CEO
- RETAIL
- Shop Manager

Controls: general principles and specific protocols

Code of Ethics: specific principles are provided aimed at averting the offence-risk in question (cf. par. 6.1 “Operations and transactions”).

Delegations and Powers of attorney: the Chairman of the Board holds the company-image and ships-market powers; the CEO holds the power to approve, conclude, modify, assign and terminate transport contracts, contracts with maritime agents and port authorities, and contracts for on-board products and services within the pro-tempore budget.

Roles and Responsibilities: the Head of Retail supervises and manages the activities of marketing goods at the on-board shops, where consumer goods and duty-free products (alcohol and cigarettes) are sold. The Retail office manages the procurement of products, the definition and implementation of discounts, and the management of the on-board warehouses and logistics. The Head of Retail is responsible for the management of the on-board shops; the Shop Manager is the figure responsible for opening and closing the shop, as well as for the accounting used for its management.

Procedures/Work instructions: GNV has formalised IL RTL 01 «Management of the GNV shop» (paragraph 5 of which governs the sale of duty-free articles – tobacco and alcohol) and IL DIG/MAR 23 «Smuggling / Theft», aimed at avoiding the misappropriation of consumer goods or ship goods by crew members.

Process management: the operations of selling duty-free goods at the on-board shops are governed by specific provisions formalised by the customs authority in relation to each ship managed by GNV, with particular regard to the following activities: identification of the premises; admitted products; sale in the on-board shop; accounting; customs controls; and currency obligations. The sale of duty-free articles is permitted only where one of the two

departure/arrival ports is outside the EU; in this case, before the articles pass, the shop operator must scan the customer's boarding pass by bar-code to enable the sale.

Traceability: the operation of the shops is tracked by means of the specific IT system «Negoziando», also in order to permit a clear and easy control by the customs bodies. The management of the warehouse is carried out with a specific IT system in the shop's possession, which allows both the detailed memorisation of the receipt, article by article, and the historical archiving thereof.

Freight forwarders: relations with the freight forwarders are formalised in specific mandate contracts, previously shared with the Legal Office.

Q) OFFENCES AGAINST PUBLIC FAITH

1. The relevant legislation

Art. 25-bis of Legislative Decree no. 231/2001

- Counterfeiting of money, and the spending and introduction into the State, by prior agreement, of counterfeit money (art. 453 c.p.)
- Alteration of money (art. 454 c.p.)
- Spending and introduction into the State, without prior agreement, of counterfeit money (art. 455 c.p.)
- Spending of counterfeit money received in good faith (art. 457 c.p.)
- Counterfeiting of stamp values, introduction into the State, purchase, possession or putting into circulation of counterfeit stamp values (art. 459 c.p.)
- Counterfeiting of watermarked paper used for the manufacture of public-credit cards or stamp values (art. 460 c.p.)

- Manufacture or possession of watermarks or instruments intended for the counterfeiting of money, stamp values or watermarked paper (art. 461 c.p.)
- Use of counterfeit or altered stamp values (art. 464 c.p.)

2. The sensitive activities

The sensitive activities, grouped into macro-areas, are identified below:

Macro-activity	Description
1) Management of ticket offices	Management of the process of issuing and marketing travel tickets
2) Management of the shops on the company fleet	Management of the shops for sale and serving on the ships
3) Activity of developing, registering and renewing trademarks and patents	Management of the company trademarks and patents
4) Management of marketing activities	Management of GNV's marketing activities

1) MANAGEMENT OF TICKET OFFICES

Inherent risks and ways of materialisation

The offence-risks under arts. 453, 454, 455 and 457 c.p. could abstractly materialise in the management of the ticket-office activities, by means of the possible collection of false coins/banknotes from customers.

Persons involved

- CEO
- CFO
- CPOO
- AMM

- TES

Controls: general principles and specific protocols

Code of Ethics: specific principles and rules of conduct/operating precepts are provided regarding the correct management and traceability of transactions (principle no. 6.1 “Operations and transactions”).

Roles and Responsibilities: the Chief Port Operations Officer function is in charge of coordinating the ticket offices and the connected issues concerning the GNV personnel and the management of cash collections. The Treasury Office manages the accounting operations concerning the collections from the sale of tickets.

Operational and process management: the company markets tickets through ticket offices managed by itself and by third-party companies. All ticket offices are equipped with specific electronic devices to check the authenticity of banknotes and the inscriptions on coins. The daily takings are placed in safes until delivery to external cash-in-transit companies; at the counting room a further check is carried out, and if false banknotes/coins are found, the destruction procedure is implemented. Free/discounted tickets for employees may be issued only by the Contact Center (PR VISION PAX 32).

Procedures, traceability, administrative-accounting controls and protocols: the same safeguards described in the “Management of ticket offices” activity of Section A apply (procedures PR VISION ORG 23, 32 and 50; RES traceability interfacing with X3; account reconciliation by the Treasury Office; and the protocols requiring compliance with the legislation on the use and circulation of coins, public-credit cards and stamp values, and the verification and reporting of false banknotes/coins to the hierarchical superior or the Supervisory Body).

2) MANAGEMENT OF THE SHOPS ON THE COMPANY FLEET

Inherent risks and ways of materialisation

The offence-risks under arts. 453, 454, 455 and 457 c.p. could abstractly materialise in the management of the shops on the ships where GNV operates, by means of the possible collection of false coins/banknotes from customers.

Persons involved

- CEO
- RET
- Ship Manager on board the ships

Controls: general principles and specific protocols

Code of Ethics: principle no. 6.1 “Operations and transactions”.

Roles and responsibilities: the Head of Retail supervises and manages the activities of marketing goods at the on-board shops (consumer goods and duty-free products). The Retail office manages procurement, discounts, and the on-board warehouses and logistics.

Process management: the control of banknotes takes place by means of the reader provided, which, upon insertion of the banknotes, indicates by a sound and a red light the banknotes considered false or unreadable.

Procedures: the management of the Shops of the fleet where GNV operates is governed by the work instruction IL RTL 01 (management of collections, cash desks and the use of cash), PR VISION ORG 56 (Ship Cash Management) and PR VISION ORG 49 (transfer and/or holding of money on board GNV ships to/from a foreign port).

Traceability: the operation of the shops is tracked by means of a specific IT system.

3) ACTIVITY OF DEVELOPING, REGISTERING AND RENEWING TRADEMARKS AND PATENTS

Inherent risks and ways of materialisation

The offence-risk under art. 473 c.p. could materialise insofar as the Company holds patents and/or registered designs in compliance with the Community laws and regulations and the international conventions and uses them in the production chain.

Persons involved

- CEO
- CSMO
- LEG
- Marketing Manager

Controls: general principles and specific protocols

Code of Ethics: principle no. 6.5 “*Recognition tools and signs and protection of copyright*”.

Delegations and powers of attorney: the CEO is granted the power to file and renew trademarks, file patents, register, renew or cancel internet domains, and grant and take up industrial-property rights in any form. The Legal, Claims & Insurance Manager is granted the same power to file and renew trademarks, file patents, and register, renew or cancel internet domains.

Novelty/prior-art searches: in the case of new trademarks/logos, the Company carries out the due novelty and/or prior-art analyses regarding trademarks and patents, preparing a specific technical report with the support of the Legal, Claims & Insurance Office and/or external consultants specialised in the sector.

Operational management: in the case of renewal, the Company’s Legal Manager handles the activity with the support of the Marketing Office. **External consultants:** the company draws on the support of specialised consultants for carrying out checks on pre-existing third-party rights, in order to ensure that identical or similar trademarks have not already been filed/registered (prior-art search) and that third-party rights are not violated.

4) MANAGEMENT OF MARKETING ACTIVITIES

Inherent risks and ways of materialisation

The offence-risk under art. 473 c.p. could materialise in the definition of the promotional and, more generally, commercial-marketing activities, by improperly exploiting another's trademarks (i.e. telematic-linking phenomena).

Persons involved

- *CEO*

- *CSMO*

- *PSM*

- *FS*

- *Marketing Office*

Controls: general principles and specific protocols

Code of Ethics: principle no. 6.5 "*Recognition tools and signs and protection of copyright*".

Roles and responsibilities: the commercial and marketing policy is defined by the CEO, in concert with the Passengers Sales & Marketing and Freight Sales offices. The head of the Marketing Office represents the Company during commercial/trade-fair events.

Process management: the CSMO oversees all the activities aimed at the release of new commercial communications and marketing operations. The content of the initiatives is shared in advance at meetings of the Passengers Sales & Marketing Department and conveyed through the external marketing agencies. In the case of participation in fairs/conferences/events, controls are carried out on the conformity of the gadgets/gifts delivered, in terms of attestation of their origin, provenance, quantity and quality.

Management of relations with the marketing agencies: the concrete execution of the promotional and marketing initiatives is entrusted to external marketing agencies selected through competitive processes, under the supervision of the Marketing Office, with

verification of compliance with any third-party rights on the material used, on the basis of a specific contractual provision.

Management of the website and social media: carried out by the Marketing Office, which, where appropriate, draws on the support of specialised external consultants.

R) OFFENCES COMMITTED FOR THE PURPOSE OF TERRORISM OR OF SUBVERSION OF THE DEMOCRATIC ORDER

1. The relevant legislation

Offences committed for the purpose of terrorism or of subversion of the democratic order (art. 25-quater of Legislative Decree no. 231/2001). Among the cases provided for by the criminal code, the most relevant are the following:

- art. 270-bis: “Associations for the purpose of terrorism, including international terrorism, or of subversion of the democratic order”;
- art. 270-ter: “Assistance to associates”;
- art. 270-quater: “Recruitment for the purpose of terrorism, including international terrorism”;
- art. 270-quinquies: “Training for activities for the purpose of terrorism, including international terrorism”;
- art. 270-quinquies.1: “Financing of conduct for the purpose of terrorism”;
- art. 270-quinquies.2: “Misappropriation of goods or money under seizure”;
- art. 270-sexies: “Conduct for the purpose of terrorism”;
- art. 280: “Attack for terrorist or subversive purposes”;
- art. 280-bis: “Act of terrorism with deadly or explosive devices”;
- art. 280-ter: “Act of nuclear terrorism”;

- art. 289-bis: “Kidnapping for the purpose of terrorism or subversion”;
- art. 302: “Incitement to commit one of the offences against the personality of the State”.

2. The sensitive activities

These cases are characterised by the finalistic reference of the conduct, thus being susceptible of applicability to almost all the offences provided for by our legal system. It follows that any crime provided for by the criminal code or by the special laws, even other than those expressly aimed at punishing terrorism, may become, provided it is committed with those purposes, one of those susceptible of constituting the predicate for affirming the entity’s liability. In this regard, although in a purely prudential perspective, residual cases have been considered (i.e. they may apply where, even indirectly, funds or goods are provided, in any form, in favour of persons who intend to carry out terrorism offences). These case studies appear abstractly applicable to the company reality of the Company. However, taking into account the need to demonstrate in court a link between any activity of economic support in favour of natural persons/associations/companies pursuing terrorist purposes and the pursuit of an interest or the obtaining of an advantage for the Company, the overall risk of the configuration of the cases listed was considered reasonably remote.

With regard to the offences in question, it nevertheless appears appropriate to identify the conduct that could directly or indirectly provide funds in favour of persons who intend to carry out acts of terrorism. By way of example, it could be verified that the payments for the services do not take place into the bank accounts of the contractual counterparty or through intermediaries that ensure compliance with the international standards on combating the international financing of terrorism. In this regard, reference is made to the control safeguards and suggestions with reference to all the activities that contemplate the **management of relations with third parties**. By way of example, in the **payables-cycle management process** (and in particular the management of relations with raw-material suppliers), operations of an anomalous nature by type or object could be carried out, or relations could be established or maintained that present profiles of anomaly from the standpoint of the reliability and reputation of the persons concerned. Consequently, reference is made to the

respective sections of this Special Part for the identification of the general controls and specific protocols safeguarding each activity referred to, as well as to the provisions of the Code of Ethics. Reference is also made to the specific control protocols identified in Section C “*Organised-crime offences and transnational offences*”.

S) OFFENCES AGAINST CULTURAL HERITAGE

1. The relevant legislation

On 23 March 2022, Law no. 22 of 9 March 2022 came into force, implementing the Nicosia Convention, adopted by the Council of Europe on 19 May 2017. Law no. 22/22 introduced the new Title VIII-bis of the Criminal Code, entitled «Offences against cultural heritage». Some of the newly minted offence cases have also enriched the catalogue of predicate offences under Legislative Decree no. 231/2001 (arts. 25-septiesdecies and 25-duodecicies). With reference to GNV’s operating reality, the offence of Destruction, dispersion, deterioration, defacement, soiling and unlawful use of cultural or landscape property (art. 518-duodecicies c.p.), provided for and sanctioned by art. 25-septiesdecies of Legislative Decree no. 231/2001, was considered at risk of commission.

2. The sensitive activities

The activity of “***Management of the port areas on the basis of the concession***” was considered a sensitive activity.

Risk and ways of materialisation

The offence under art. 518-duodecicies c.p. could be constituted in the interest or to the advantage of the company where, within the port area subject to a landscape constraint by law, a GNV employee commits acts of destruction, dispersion or deterioration, or acts such as to render the area in question wholly or partly unusable or inaccessible.

Persons involved

- *AD (Managing Director)*

- *Operations Manager*

Controls: general principles and specific protocols

Powers of attorney and delegations: only persons holding a specific power of attorney/delegation are authorised to define relations with persons of the P.A.

Concession provisions: in some concessions, clauses are provided that oblige GNV to comply with the rules on the protection of cultural and landscape heritage (Legislative Decree no. 42/2004).

Execution of works: the Company has the obligation to maintain the areas subject to concession in the conditions in which they were received. In these areas, the Company has the right to carry out exclusively ordinary maintenance activities. Any improvement works that the Company intends to carry out must be communicated in advance and authorised by the granting body.

Protocols: the company operates observing the following control principles: before carrying out any work or activity that may affect, even indirectly, the port area subject to concession and subject to a landscape constraint by law, the involvement of a lawyer or external professionals is provided, in order to verify the landscape compatibility of the project; in relation to any activity carried out on the port area subject to concession, operation is subject to the request for and the obtaining of the necessary authorisations from the competent authorities; and in the contracts with third parties operating within the port area subject to concession, the insertion of a clause is provided by which they undertake to comply with the provisions on the protection of cultural heritage.

Annexes

1. List of Offences
2. Organisational Chart
3. Risk Matrix – Risk Mapping Document
4. Code of Ethics
5. Disciplinary System
6. Charter of the Supervisory Body